

THE PROFESSIONAL GOLFERS'
ASSOCIATION OF AMERICA

2019

CONSTITUTION
BYLAWS AND
REGULATIONS



PGA



“Believing that the growth for the game of golf, and its high standing in this country are largely due to the efforts of its early professional exponents, and because of their ideals of sportsmanship and ethical practices, The Professional Golfers’ Association of America is dedicated to the perpetuation of those ideals.”

2019 OFFICERS

President
SUZY WHALEY, PGA/LPGA
Palm Beach Gardens, Fla.

Vice President
JIM RICHERSON, PGA
Scottsdale, Ariz.

Secretary
JOHN LINDERT, PGA
Lansing, Mich.

Honorary President
PAUL K. LEVY, PGA
Pinetop, Ariz.

| District Number | Term Expires In November of | Director | District Number | Term Expires In November | Director |
|-----------------|-----------------------------|--|-----------------|--------------------------|--|
| 1 | 2019 | NOEL GEBAUER, PGA <i>Schenectady, N.Y.</i> | 10 | 2019 | KELLY WILLIAMS, PGA <i>Georgetown, Ky.</i> |
| 2 | 2020 | THOMAS HENDERSON, PGA <i>Greenwich, Conn.</i> | 11 | 2021 | BILL TROYANOSKI, PGA <i>Half Moon Bay, Calif.</i> |
| 3 | 2021 | JOHN BRIDGEMAN., PGA <i>Brentwood, Tenn.</i> | 12 | 2021 | TONY MARTINEZ, PGA <i>Dallas, Tex.</i> |
| 4 | 2020 | STEVEN ALOI, PGA <i>Cortland, N.Y.</i> | 13 | 2019 | PATRICK RICHARDSON, PGA <i>St. Simons Island, Ga.</i> |
| 5 | 2019 | RON OSBORNE, PGA <i>Battle Creek, Mich.</i> | 14 | 2019 | DON REA, JR., PGA <i>Gilbert, Ariz.</i> |
| 6 | 2021 | TERRY RUSSELL, PGA <i>Arlington Heights, Ill.</i> | At-Large | 2020 | RENEE POWELL, PGA/LPGA <i>East Canton, Ohio</i> |
| 7 | 2021 | NATHAN CHARNES, PGA <i>Lake St. Louis, Mo.</i> | Independent | 2019 | CHRISTOPHER LIEDEL <i>Colorado Springs, Colo.</i> |
| 8 | 2020 | DAVID SCHNEIDER, PGA <i>Omaha, Nebr.</i> | Independent | 2021 | ANDREA B. SMITH <i>Charlotte, N.C.</i> |
| 9 | 2020 | RON RAWLS, PGA <i>Boise, Idaho</i> | Player Director | | DAVIS LOVE, III, PGA <i>St. Simons Island, Ga.</i> |

PGA PRESIDENTS

The first officers were elected at the PGA Annual Meeting at the Radisson Hotel in Minneapolis, June 26, 1916.
They were: Robert White, President; James Maiden, Vice-President; George Fotheringham, Vice-President; and Herbert Strong, Secretary-Treasurer

| Years | President | Section | Years | President | Section |
|-----------|------------------|---------------------|-----------|----------------------|-----------------------|
| 1917-1919 | *Robert White | Metropolitan | 1979-1980 | *Frank Cardi | Metropolitan |
| 1920 | *Jack Mackie | Metropolitan | 1981-1982 | Joe Black | Northern Texas |
| 1921-1926 | *George Sargent | Southeastern | 1983-1984 | Mark Kizziar | South Central |
| 1927-1930 | *Alex Pirie | Metropolitan | 1985-1986 | Mickey Powell | Indiana |
| 1931-1932 | *Charles Hall | Southeastern | 1987-1988 | *James Ray Carpenter | Gulf States |
| 1933-1939 | *George Jacobus | New Jersey | 1989-1990 | Patrick J. Rielly | Southern California |
| 1940-1941 | *Tom Walsh | Illinois | 1991-1992 | Dick Smith | Philadelphia |
| 1942-1948 | *Ed Dudley | Colorado | 1993-1994 | Gary Schaal | Carolinas |
| 1949-1951 | *Joe Novak | Southern California | 1995-1996 | Thomas H. Addis III | Southern California |
| 1952-1954 | *Horton Smith | Michigan | 1997-1998 | Ken Lindsay | Gulf States |
| 1955-1957 | *Harry Moffitt | Northern Ohio | 1999-2000 | Will Mann | Carolinas |
| 1958-1960 | *Harold Sargent | Southeastern | 2001-2002 | Jack Connelly | Philadelphia |
| 1961-1963 | *Lou Strong | Illinois | 2003-2004 | M.G. Orender | North Florida |
| 1964-1965 | *Warren Cantrell | Texas | 2005-2006 | Roger Warren | Carolinas |
| 1966-1968 | *Max Elbin | Middle Atlantic | 2007-2008 | Brian Whitcomb | Pacific Northwest |
| 1969-1970 | *Leo Fraser | Philadelphia | 2009-2010 | Jim Remy | New England |
| 1971-1972 | *Warren Orlick | Michigan | 2011-2012 | Allen Wronowski | Middle Atlantic |
| 1973-1974 | *William Clarke | Middle Atlantic | 2013-2014 | Ted Bishop | Indiana |
| 1975-1976 | *Henry Poe | Dixie | 2015-2016 | Derek Sprague | Northeastern New York |
| 1977-1978 | *Don Padgett | Indiana | | | *Deceased |

Chief Executive Officer
SETH WAUGH
Palm Beach Gardens, Fla.

Chief Operating Officer
DARRELL CRALL
Palm Beach Gardens, Fla.

Chief Championships Officer
KERRY HAIGH
Palm Beach Gardens, Fla.

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**ARTICLE I
NAME AND PURPOSE**

Section 1. Name

This Association shall be called “The Professional Golfers’ Association of America,” and shall be referred to as “the Association.”

Section 2. Purpose

The mission of the Association is to promote the enjoyment and involvement in the game of golf and to contribute to its growth by providing services to golf professionals and the golf industry.

The Association will accomplish this mission by promoting the profession of golf professionals, enhancing the opportunities for amateurs, employers, manufacturers, employees, and the general public.

In so doing, the Association will elevate and enhance the skills and standards of the professional golfer’s vocation, promote the common business interests of golf professionals, stimulate interest in the game of golf, and promote the overall vitality of the game.

The Association is a non-profit membership corporation formed under the Florida Not-For-Profit Corporation Act (the “NPCA”). The Association is a professional association organized as a membership corporation not-for-profit within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”), and will not carry on any activities not permitted to be carried on by a Florida non-profit corporation or by an organization exempt from federal income taxation under Code section 501(c)(6).

**ARTICLE II
GENERAL PROVISIONS**

Section 1. Interpretation

All disputes or issues regarding the interpretation of the Constitution & Bylaws (the “Bylaws”), as well as any Regulations adopted by the Board of Directors in accordance with Article XII, Section 3, shall be interpreted and resolved by the Board of Directors whose decision shall be final.

Section 2. Rules of Order

All meetings of the Association other than any meeting of the Board of Directors if determined by the Directors shall be conducted in accordance with the Rules contained in Roberts’ Rules of Order to the extent applicable and not inconsistent with the Bylaws.

**ARTICLE III
SECTIONS OF THE ASSOCIATION**

Section 1. Sections Generally

The Association shall designate geographical areas as may be determined, from time to time, by the Board of Directors as “Sections” of the Association. The geographical boundaries of a Section may be changed in accordance with procedures adopted by the Board of Directors from time to time.

Section 2. Grant of Section Charters

A charter may be granted by the Board of Directors to a Section only upon the organization of not less than fifty (50) Master Professionals and Class “A” Members (as defined by the Membership Matters) with respect to a geographic area which is not less than approximately 140 miles square, unless otherwise approved by two-thirds of the Directors present at a meeting of the Board of Directors at which there is a quorum (or by unanimous written

consent) and the Section or Sections in which the proposed new Section resides, if any. The charter of a Section will be granted in the name approved by the Board of Directors. For the avoidance of doubt, each Section will be incorporated as a not-for-profit corporation in its state of domicile or another state, as reasonably determined by the Section. The organizational documents of the Section shall not be inconsistent or at variance with the charter granted by the Association, the Bylaws, the Regulations or any other applicable policies of the Association. The Board of Directors shall have the right to review the organizational documents of any Section to ensure compliance with the foregoing requirement.

Section 3. Rescission of Section Charters

- (a) The charter of a Section may be rescinded at any time by two-thirds of the Directors present at a meeting of the Board of Directors at which there is a quorum if it is determined that the Section has taken any action (or omitted to take any action) that is detrimental to the best interests of the Association or that is in violation of any provision of the Bylaws applicable to the Section.
- (b) The Association shall notify the Officers of the Section in writing no fewer than thirty (30) days in advance of any meeting of the Board of Directors to vote upon the rescission of the charter of the Section. The notice will detail the action taken (or omitted) by the Section that the Board of Directors may determine to be detrimental to the best interests of the Association or to be in violation of any provision of the Bylaws applicable to the Section.
- (c) The Officers or other representatives of the Section shall have an opportunity to make a presentation to the Board of Directors at the meeting and prior to the deliberation and voting of the Board of Directors on the rescission of the charter of the Section.
- (d) Any decision of the Board of Directors to rescind the charter of a Section may be appealed by the Officers of the Section at the next Annual Meeting; provided, that, the Section shall not enjoy any of the privileges of the Association unless and until its charter is reinstated at the Annual Meeting. Without limiting the foregoing, the Section will promptly cease using the Association name, initials and emblem, will not be entitled to designate Section Delegates (as defined in Article IV) with respect to any Annual or Special Meeting, and any District Director designated by such Section will be deemed to have resigned automatically from the Board of Directors.

Section 4. Section Governance

- (a) Each Section shall adopt and maintain in effect governing documents not inconsistent or at variance with the charter granted by the Association, the Bylaws and other applicable policies of the Association. The Board of Directors shall have the right to review the governing documents of any Section to ensure compliance with the foregoing requirement.
- (b) Each Section shall elect Section Officers who shall be Master Professionals, Class “A” Members or Life Members (as defined in the Membership Regulations) whose duty it shall be to carry out the decisions of the Association as it relates to their respective Section and to govern and direct the affairs of their respective Section in accordance with the governing documents of the Section.
- (c) Each Section shall comply with all applicable laws and manage its financial affairs in a fiscally sound manner and shall be responsible for its financial obligations and those of its Chapters.

Section 5. Section Chapters

- (a) Any Section may charter Chapters within its boundaries in accordance with the governing documents of the Section; provided, that, at least ten (10) Members of the Association must reside within the boundaries of a Chapter. Such Chapters shall be subordinate to the Section and may conduct business solely in accordance with the governing documents of the Section.
- (b) Unless otherwise determined by the Section, the names of the Chapters shall indicate the geographic area included within the boundaries of the Chapter.

- (c) The jurisdiction of the Chapters shall extend only to discussion and action concerning local problems, which pertain solely to the area covered by the Chapters.
- (d) The Sections shall have complete authority in their discretion and at any time to withdraw the charters of any Chapters.

Section 6. Districts

The Sections shall be organized into the following Districts:

- No. 1 Connecticut, New England and Northeastern New York
- No. 2 Metropolitan, New Jersey and Philadelphia
- No. 3 Alabama – NW Florida, Gulf States and Tennessee
- No. 4 Central New York, Western New York and Tri-State
- No. 5 Michigan, Northern Ohio and Southern Ohio
- No. 6 Illinois, Wisconsin and Indiana
- No. 7 Gateway, South Central and Midwest
- No. 8 Minnesota, Nebraska and Iowa
- No. 9 Rocky Mountain, Colorado and Utah
- No. 10 Kentucky, Middle Atlantic and Carolinas
- No. 11 Northern California, Southern California and Aloha
- No. 12 Sun Country, Northern Texas and Southern Texas
- No. 13 North Florida, South Florida and Georgia
- No. 14 Pacific Northwest and Southwest

**ARTICLE IV
VOTING MEMBERS; DELEGATES**

The Association’s voting “members” for all purposes of the NPCA shall consist of each Director, each Past President (except for any Past President who did not complete his or her full term as President or who relinquishes his or her status as a Delegate in writing to the Secretary at any time), and each Section. Except as provided in the Bylaws, the Association’s voting “members” shall act through Delegates. The Delegates shall consist of: each Director, each Past President (except for any Past President who relinquishes his or her status as a Delegate in writing to the Secretary or as otherwise provided in the Bylaws), and two Delegates from each Section (each, a “Section Delegate”). Each Section Delegate shall be designated in writing by the respective Section to the Secretary within thirty (30) days prior to each Annual Meeting or Special Meeting. The list of Delegates will be maintained by the Secretary.

**ARTICLE V
MEETINGS OF THE ASSOCIATION**

Section 1. Annual Meeting

- (a) *Time and Place.* The Association shall hold an annual meeting of the Delegates (the “Annual Meeting”) at a time and place to be designated by the President with the advice and consent of the Board of Directors.
- (b) *Notice.* Notice of the time and place of the Annual Meeting will be provided to each Director, each Past President and each Section at least sixty (60) days prior to the Annual Meeting. Notice of the Annual Meeting need not be given to any Director, Past President or Section who signs (or in the case of a Section, whose Section Delegates each sign) a waiver of notice, either before or after the Annual Meeting.

Attendance at the Annual Meeting constitutes waiver of notice and waiver of any and all objections to the place of the Annual Meeting, the time of the Annual Meeting, or the manner in which it has been called or convened, unless the Director, Past President or Section (acting through its Section Delegates) attends the Annual Meeting solely for the purpose of stating, at the beginning of the Annual Meeting, any such objection or objections to the transaction of affairs.

Section 2. Special Meetings

- (a) *Time and Place.* Special Meetings of the Delegates (each, a “Special Meeting”) may be called (i) by the Board of Directors or (ii) by written demand to the Secretary, signed by the Presidents and Secretaries of one-third of the Sections, certifying that the members of the Sections, for the good and welfare of the Association, desire such a meeting and describing the purpose for which the Special Meeting is to be held. In either case, the Special Meeting will be held at a time and place to be designated by the person(s) calling the Special Meeting.
- (b) *Notice.* Notice of the time and place of the Special Meeting will be provided to each Director, Past President and each Section at least fifteen (15) days prior to the day of the Special Meeting. The notice of the Special Meeting will describe the purpose for which the Special Meeting is being held, and no other business shall be transacted at the Special Meeting. Notice of the Special Meeting need not be given to any Director, Past President or Section who signs (or in the case of a Section, whose Section Delegates each sign) a waiver of notice either before or after the Special Meeting. Attendance at the Special Meeting constitutes waiver of notice and waiver of any and all objections to the place of the Special Meeting, the time of the Special Meeting, or the manner in which it has been called or convened, unless the Director, Past President or Section (acting through its Section Delegates) attends the Special Meeting solely for the purpose of stating, at the beginning of the Special Meeting, any such objection or objections to the transaction of affairs.

Section 3. Presiding Officer

At any Annual Meeting or Special Meeting, the President or in his or her absence, the Vice President, or in their absence the Secretary, shall preside. The Secretary shall act as secretary at any Annual Meeting or Special Meeting, but in the absence of the Secretary, the presiding officer may appoint any District Director to act as secretary.

Section 4. Quorum

A majority of the Delegates shall be present in person (with each Section represented by its Section Delegates) to constitute a quorum at the Annual Meeting and each Special Meeting.

Section 5. Voting; Action at a Meeting

At any Annual Meeting or Special Meeting, each Delegate shall be entitled to one vote; provided, that, if one Section Delegate from a Section is absent from the room at the time of the vote, the other Section Delegate from the Section will be entitled to two votes. Except as otherwise provided by law or by the Bylaws, any action authorized by a majority of the votes cast at any Annual Meeting or Special Meeting will be an act of the Delegates.

Section 6. Proxy Voting

Except as expressly provided in Section 5 of this Article V, proxy voting is not permitted.

Section 7. Executive Session

At any Annual Meeting or Special Meeting, it shall be the privilege of the presiding Officer to declare an Executive Session, at which time all but the Delegates and staff designated by the presiding Officer shall retire from the meeting.

Section 8. Expenses of Delegates

The reasonable travel expenses of each Delegate and of the Executive Director/Secretary of each Section to any Annual Meeting or Special Meeting shall be paid by the Association in accordance with the policies adopted by the Board of Directors from time to time.

ARTICLE VI THE OFFICERS

Section 1. Election of Officers

- (a) The Officers shall be the President, Vice President and Secretary.
- (b) Each Officer shall be elected at the Annual Meeting held in each even calendar year by a majority of those voting.
- (c) Each Officer shall be elected for a term of office of two (2) years, and each will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.
- (d) No Officer shall be eligible to be elected to the same office for more than one (1) two (2) year term, but an Officer shall be eligible to be elected to any other office. For the avoidance of doubt, (i) where the Vice President serves as President in accordance with the vacancy provisions of Section 5(c) of this Article VI due to a vacancy in the office of President, he or she will be eligible for election to the office of President, (ii) where the Secretary serves as Vice President/Secretary in accordance with the vacancy provisions of Section 5(d) of this Article VI due to a vacancy in the office of Vice President, he or she will be eligible for election to the office of Vice President and (iii) the Vice President will not be disqualified from serving as Vice President/Secretary in accordance with the vacancy provisions of Section 5(e) of this Article VI due to a vacancy in the office of Secretary because he or she previously served as Secretary.
- (e) If there are fewer than two (2) candidates for any office at the time of the election, oral nominations for such office may be made from the floor of the Annual Meeting.
- (f) The Board of Directors shall establish guidelines, policies and/or Regulations for Officer elections, including maximum expenses, procedures and assistance that may be provided by the Association to any candidate.

Section 2. The President

The President of the Association shall serve as the Chairperson of the Board of Directors and shall have the following powers and duties:

- (a) To preside at all Annual Meeting and Special Meetings of the Association and at all meetings of the Board of Directors;
- (b) To appoint committees of the Association and their chairpersons as may be deemed necessary in accordance with the Bylaws;
- (c) To serve as the chief spokesperson for the Association on all issues. The President shall keep the other Officers, other Directors and the Chief Executive Officer advised of such statements;
- (d) To represent the Association among the Members and Associates, the golfing public and other organizations;
- (e) To consult with and advise the Chief Executive Officer on all matters pertaining to the Association's policies, progress and finances;

- (f) To authorize the Chief Executive Officer to sign contracts and other obligations of the Association within the guidelines of policy adopted by the Board of Directors; and
- (g) Such other powers and duties as may be prescribed by law, the Board of Directors or the Bylaws.

Section 3. The Vice President

The Vice President is primarily responsible for the financial affairs of the Association. The Vice President shall have the following powers and duties:

- (a) To cause a complete annual financial report to be made available to each Director, each Past President and each Section at least thirty (30) days prior to the Annual Meeting;
- (b) To review all financial reports which are issued by the Association;
- (c) To cause to be kept the accounts of the Association and direct the collection of all monies belonging to or due the Association and shall deal with the same under the direction of the Board of Directors. The Vice President shall have the authority to sign all checks and withdraw funds of the Association, but may delegate this authority to the Chief Executive Officer or others within the guidelines of policy adopted by the Board of Directors; and
- (d) Such other powers and duties as may be prescribed by law, the Board of Directors or the Bylaws.

Section 4. The Secretary

The Secretary is primarily responsible for the membership matters of the Association. The Secretary shall have the following powers and duties:

- (a) To cause the minutes of all Annual Meetings and Special Meetings of the Association, and all meetings of the Board of Directors, to be kept and cause notice of all Annual Meetings and Special Meetings of the Association, and all meetings of the Board of Directors, to be provided in accordance with the Bylaws;
- (b) To cause records of all Delegates and all Members to be maintained;
- (c) To be responsible for the maintenance of all correspondence and documents belonging to the Association; and
- (d) Such other powers and duties as may be prescribed by law, the Board of Directors or the Bylaws.

Section 5. Removal; Resignation; Vacancies

- (a) *Removal.* The Delegates may remove any individual from office at any Annual Meeting. The Board of Directors may remove any individual from office in between Annual Meetings upon a determination that the individual has engaged in acts or omissions deemed to be inconsistent with Association policies or constituting bad faith, gross negligence, willful misconduct or fraud or otherwise upon a determination that the continuation of such person in office is likely to be harmful to the Association. If the President is removed, he or she will not be deemed to have completed his or her full term as President for purposes of these Bylaws.
- (b) *Resignation.* An Officer may resign at any time by delivering written notice to the Board of Directors or to the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

- (c) *President Vacancy.* In the event of the absence or temporary disability of the President, the Vice President shall perform the duties of the President. If the President dies, becomes totally incapacitated, resigns or is removed, the President shall be succeeded by the Vice President, who shall become President for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.
- (d) *Vice President Vacancy.* In the event of the absence or temporary disability of the Vice President, the Secretary shall perform the duties of the Vice President. If the Vice President dies, becomes totally incapacitated, resigns or is removed, the Vice President shall be succeeded by the Secretary, who shall become Vice President/Secretary for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.
- (e) *Secretary Vacancy.* In the event of the absence or temporary disability of the Secretary, the Vice President shall perform the duties of the Secretary. If the Secretary resigns, dies, becomes totally incapacitated, resigns or is removed, the Secretary shall be succeeded by the Vice President, who shall become Vice President/Secretary for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.
- (f) *Vacancies Generally.* If not otherwise provided for in the Bylaws, the Board of Directors shall fill any vacancy in the offices of the President, Vice President or Secretary, and any Officer elected to fill any such vacancy shall serve for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. Size; Composition Generally

The Board of Directors shall be composed of the following members (each, a "Director"): (i) the total number of Officers then in office; (ii) through the 2019 Annual Meeting only, the Honorary President then in office, if any; (iii) one (1) Director representing each of the Association's Districts (each, a "District Director"); (iv) (x) until the selection of an individual to serve as the third Independent Director by the Board of Directors in 2019, two (2) Independent Directors and (y) effective as of the selection of an individual to serve as the third Independent Director by the Board of Directors in 2019, three (3) Independent Directors; (v) effective as of the selection of an individual to serve such role by the Board of Directors in 2019, one (1) At-Large Director; and (vi) one (1) Player Director elected by the Player Directors on the PGA TOUR Tournament Policy Board.

Section 2. Honorary President

- (a) *Automatic Designation and Removal.* Provided he or she completed his or her full term as President, the immediate Past President shall automatically be designated as the Honorary President on an ex-officio basis upon the election of his or her successor to the office of President until the 2019 Annual Meeting only. The Delegates may remove any Honorary President from office at any Annual Meeting. The Board of Directors may remove any Honorary President from office in between Annual Meetings upon a determination that he or she has engaged in acts or omissions deemed to be inconsistent with Association policies or constituting bad faith, gross negligence, willful misconduct or fraud or otherwise upon a determination that his or her continuation in office is likely to be harmful to the Association.
- (b) *Term of Office.* The term of office for each Honorary President will be two (2) years and until the next election of the office of President or until his or her earlier death, total incapacity, resignation, or removal; provided that no Honorary President shall serve after the 2019 Annual Meeting, and any Honorary President then serving will be deemed to have been removed automatically from and after such time.

- (c) *Vacancies.* In the event of the death, total incapacity, resignation, removal or refusal to serve on the part of any Honorary President prior to the 2019 Annual Meeting, the Board of Directors shall fill the office with a former Past President who served a full term as Honorary President, is not currently serving on the Board of Directors and who is willing to serve, and any individual elected to fill such vacancy shall serve for the remainder of the term of office and until the next election of the office of President or until his or her earlier death, total incapacity, resignation, or removal.
- (d) After 2019 PGA Annual Meeting. For clarity, no Honorary President shall be designated or serve after the 2019 Annual Meeting.

Section 3. District Directors

- (a) *District Directors Generally.* District Directors shall be divided into three (3) classes, with new District Directors from one of the three classes taking office each year. District Directors shall be elected by and shall be from the Section in the District which has least recently been represented by a Director on the Board of Directors. In cases where two (2) Sections in a District have been represented by a District Director at the same time because of realignment of Sections within Districts or other reasons, the Section which was organized first shall be entitled to select the District Director to represent that District. Sections may not “trade” their turn to have a District Director, if a Section chooses to pass, the right to elect a District Director will pass to the next Section and the passing Section will move to the end of the line.
- (b) *Election and Removal.* Each District Director must be elected at a general membership meeting, or by the board of directors, of the electing Section. Each District Director should be elected by the electing Section at least one (1) year prior to the District Director’s term of office on the Board of Directors. Each Incoming District Director shall receive Board materials for all meetings of the Board of Directors occurring during the year preceding the District Director’s term of office, unless the Board of Directors otherwise determines in order to ensure the application of the attorney-client privilege or otherwise. Each Incoming District Director may attend all meetings of the Board of Directors occurring during the year preceding the District Director’s term of office, unless the Board of Directors otherwise determines in order to ensure the application of the attorney-client privilege or otherwise. The Association shall pay the reasonable meeting attendance expenses for each Incoming District Director for at least one (1) meeting of the Board of Directors occurring during the year preceding the District Director’s term of office. The Board of Directors may remove any District Director from office upon a determination that the individual has engaged in acts or omissions deemed to be inconsistent with Association policies or constituting bad faith, gross negligence, willful misconduct or fraud or otherwise upon a determination that the continuation of such person in office is likely to be harmful to the Association.
- (c) *Notice to the Association.* Promptly following election in accordance with the preceding section, the Section shall provide written notice to the Secretary of the Incoming District Director.
- (d) *Term of Office.* The term of office for each District Directors shall be three (3) years and each District Director will hold office until the election or appointment and qualification of such District Director’s successor or until such District Director’s earlier death, total incapacity, resignation, or removal.
- (e) *Vacancies Generally.* In the event of the death, total incapacity, resignation, removal or refusal to serve on the part of any District Director, the respective Section from which said Director was elected shall choose the successor to serve for the unexpired term and to hold office until the election or appointment and qualification of such District Director’s successor or until such District Director’s earlier death, total incapacity, resignation, or removal.
- (f) *Vacancies Due to Relocation.* Notwithstanding the preceding section, if a District Director moves out of the Section from which the District Director was elected to another District, the District Director will be deemed to have resigned from the Board of Directors, and shall be replaced by either (i) if there is more than one year remaining in the unexpired term, a Section member in good standing from the Section from which the District Director was elected, which Section member shall serve for the unexpired term and will hold office until the election or appointment and qualification of such District Director’s successor or until such District Director’s earlier death, total incapacity, resignation, or removal; or (ii) if there is less than one year remaining in the unexpired term, the Incoming District Director shall serve for the unexpired term,

as well as for the term for which the District Director was elected, and will hold office until the election or appointment and qualification of such District Director's successor or until such District Director's earlier death, total incapacity, resignation, or removal. In either case, the rotation of District Directors within the District shall remain unchanged. However, in the event a District Director moves to a Section within his or her District, the District Director may remain for the duration of his or her term provided each Section within the District submits written support to the Board of Directors requesting that the incumbent District Director remains the District Director. In the event the District Director does not receive written support from each Section within the District, then the District Director must be replaced on the Board of Directors at the time the transfer to the new Section becomes effective or, as soon as, practicable thereafter in accordance with the foregoing provisions.

- (g) *Special Provisions for the 2019 District Directors.* Notwithstanding anything to the contrary in this Article VII, Section 3, the following special provisions shall apply with respect to the class of District Directors with terms expiring in 2019 (the "2019 District Directors") in order to ensure that the classes of District Directors are as nearly equal in size as possible. Prior to December 31, 2017, the Board of Directors shall randomly select from among those 2019 District Directors willing to serve, one 2019 District Director to remain on the Board of Directors for an additional one-year term, expiring in 2020. The books and records of the Association shall be updated to reflect the relevant 2019 District Director's additional one-year term. The succeeding District Director for the relevant District shall be elected by and shall be from the Section in the District which has least recently been represented by a Director on the Board of Directors in 2019 in accordance with Article VII, Sections 3(a) and (b) above, for a three-year term beginning in 2020 in accordance with Article VII, Section 3(c) above.

Section 4. Independent Directors

- (a) *Independent Directors Generally.* Prior to the selection of an individual to serve as the third Independent Director by the Board of Directors in 2019, Independent Directors shall be divided into two (2) classes. Effective as of the selection of an individual to serve as the third Independent Director by the Board of Directors in 2019, Independent Directors shall be divided into three (3) classes, with an Independent Director from one of the three (3) classes taking office each year.
- (b) *Election and Removal.* The Independent Directors, who shall not be Members of the Association, shall be elected by the Board of Directors from a list of names submitted by the Officers' Committee. Each Independent Director is subject to removal by the Board of Directors.
- (c) *Term of Office.* The term of office for the Independent Directors shall be three (3) years; provided, that, the third Independent Director selected by the Board of Directors in 2019 shall serve a term of office commencing on the effective date of his or her selection until the 2020 Annual Meeting. Each Independent Director will hold office until the election or appointment and qualification of such Independent Director's successor or until such Independent Director's earlier death, total incapacity, resignation, or removal.
- (d) *Vacancies.* In the event of the death, total incapacity, resignation, removal or refusal to serve on the part of any Independent Director, the Board of Directors shall choose a successor from a list of names submitted by the Officers' Committee to serve for the unexpired term and to hold office until the election or appointment and qualification of such Independent Director's successor or until such Independent Director's earlier death, total incapacity, resignation, or removal.

Section 5. At-Large Directors

- (a) *Election and Removal.* The At-Large Director shall be a Member of the Association elected by the Board of Directors from a list of names submitted by the Officers' Committee. Each At-Large Director is subject to removal by the Board of Directors.

- (b) *Term of Office.* Prior to the selection of an individual to serve such role by the Board of Directors in 2019, there shall be no At-Large Director. The term of office for the At-Large Director shall be three (3) years; provided, that, the At-Large Director selected by the Board of Directors in 2019 shall serve a term of office commencing on the effective date of his or her selection until the 2020 Annual Meeting. Each At-Large Director will hold office until the election or appointment and qualification of such At-Large Director's successor or until such At-Large Director's earlier death, total incapacity, resignation, or removal.
- (c) *Vacancies.* In the event of the death, total incapacity, resignation, removal or refusal to serve on the part of any At-Large Director, the Board of Directors shall choose a successor from a list of names submitted by the Officers' Committee to serve for the unexpired term and to hold office until the election or appointment and qualification of such At-Large Director's successor or until such At-Large Director's earlier death, total incapacity, resignation, or removal.

Section 6. Player Directors

- (a) *Election and Removal.* The Player Director shall be elected by the Player Directors on the PGA TOUR Tournament Policy Board. The Board of Directors may remove any Player Director from office in between Annual Meetings upon determination that the individual has engaged in acts or omissions deemed to be inconsistent with Association policies or constituting bad faith, gross negligence, willful misconduct or fraud or otherwise upon a determination that the continuation of such person in office is likely to be harmful to the Association.
- (b) *Notice to the Association.* Promptly following election in accordance with the preceding section, the Player Directors on the PGA TOUR Tournament Policy Board shall provide written notice to the Secretary of the Incoming Player Director.
- (c) *Term of Office.* The term of office for the Player Director shall be one (1) year.
- (d) *Vacancies.* In the event of the death, total incapacity, resignation, removal or refusal to serve on the part of the Player Director, the Player Directors on the PGA TOUR Tournament Policy Board shall choose a successor to serve for the unexpired term and to hold office until the election or appointment and qualification of such Player Director's successor or until such Player Director's earlier death, total incapacity, resignation, or removal.

Section 7. Powers and Duties

- (a) The Board of Directors shall be responsible for the management of the Association in accordance with the Articles of Incorporation, Bylaws, any Regulations adopted and in effect from time to time and applicable law.
- (b) Between Annual Meetings, the Board of Directors shall have full authority in all matters. Without limiting the foregoing or any other authority specified in the Bylaws, in matters involving emergencies and/or the good of the Association, the Board of Directors shall have complete and final authority.
- (c) All complaints and disputes between Sections or between Members of the Association shall be decided by the Board of Directors.
- (d) The Board of Directors shall have the right to review upon appeal any action by any Officer or Committees of the Association, or any Sectional Officer or Committee, and to prescribe regulations governing such appeal.
- (e) The Board of Directors shall have the power to establish educational, benevolent, relief, welfare, retirement, building, reserve and other funds to accomplish the mission and objectives of the Association, to be administered in accordance with policies established by the Board of Directors from time to time.

Section 8. Regular Meetings

Regular meetings of the Board of Directors shall be held immediately prior to the Annual Meeting and at such other times as are determined by the Board of Directors.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called (i) by the President or (ii) by the Secretary upon written demand of a majority of the Directors.

Section 10. Notice

Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. A special meeting of the Board of Directors must be preceded by at least 2 days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

Section 11. Presiding Officer

At any meeting of the Board of Directors, the President or in his or her absence, the Vice President, or in their absence the Secretary, shall preside. The Secretary shall act as secretary at any meeting of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any District Director to act as secretary.

Section 12. Committees

- (a) *Officers' Committee of the Board of Directors.* There shall be an Officers' Committee of the Board of Directors, comprised of the President, Vice President and Secretary. Between meetings of the Board of Directors, the Officers' Committee shall have and may exercise all power and authority of the Board of Directors, except that the Officers' Committee shall not have the authority to: (i) approve or recommend to the Delegates actions or proposals required by the NPCA to be approved by the Delegates; (ii) fill vacancies on the Board of Directors or any Board Committee; or (iii) adopt, amend, or repeal the Bylaws.
- (b) *Other Board Committees.* The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more other committees (each of the Officers' Committee and any other committee of the Board of Directors, a "Board Committee") to have and exercise such power and authority of the Board of Directors as the Board of Directors will specify and as permitted by law. Each Board Committee will consist of at least two Directors.
- (c) *Other Association Committees.* The Board of Directors or the President may from time to time appoint such committees of the Association and their chairpersons as may be deemed necessary. For the avoidance of doubt, no committee of the Association will have or exercise any power or authority of the Board of Directors.

Section 13. Quorum; Presence

At any meeting of the Board of Directors or any Board Committee, a majority of the Directors or Board Committee members shall constitute a quorum. Any Director or Board Committee member may participate in a regular or special meeting of the Board of Directors or any meeting of a Board Committee by, or conduct the meeting through the use of, any means of communication by which all Directors or Board Committee members participating may simultaneously hear each other during the meeting. Any Director or Board Committee member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 14. Voting; Action at a Meeting

Except as otherwise provided in the Bylaws or required by applicable law, the vote of a majority of the Directors or Board Committee members present at any meeting at which there is a quorum will be the act of the Board of Directors or the Board Committee.

Section 15. Action of the Board of Directors Without a Meeting

Action required or permitted to be taken at a meeting of the Board of Directors or a Board Committee may be taken without a meeting if the action is taken by all Directors or Board Committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each Director or Board Committee member. Action taken under this section is effective when the last Director or Board Committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 16. Executive Session

At any meeting of the Board of Directors or any Board Committee, it shall be the privilege of the presiding Officer to declare an Executive Session, at which time all but the Directors or Board Committee members and staff designated by the presiding Officer shall retire from the meeting.

**ARTICLE VIII
MEMBERSHIP MATTERS**

Members of the Association shall include golf professionals and others who qualify for membership. The Association will adopt from time to time guidelines, policies, and/or Regulations related to membership in the Association. Without limiting the foregoing, the Association will determine eligibility requirements, application or election procedures, the rights, privileges and obligations of membership and provisions related to Association Associates. Unless he or she otherwise qualifies as a Delegate, no Member will have any right to vote at any Annual Meeting or Special Meeting. The membership provisions will be attached as Appendix A to the Bylaws. For the avoidance of doubt, revisions to the membership provisions attached as Appendix A to the Bylaws will be subject to the amendment provisions set forth in Article XII of the Bylaws.

**ARTICLE IX
CODE OF ETHICS; BOARD OF CONTROL**

Section 1. Code of Ethics.

The Board of Directors has the inherent power and duty to prescribe standards of conduct for Members and Associates, to determine what constitutes grounds for discipline of Members and Associates, to discipline Members and Associates for cause, and to revoke the membership and/or associate status of every Member or Associate whose conduct materially breaches such standards. In furtherance of that power and duty, the Board of Directors will adopt from time to time and enforce the Association’s Code of Ethics, which will be provided to each Section, Member and Associate from time to time and will be attached as Appendix B to the Bylaws. For the avoidance of doubt, revisions to the Code of Ethics attached as Appendix B to the Bylaws will not be subject to the amendment provisions set forth in Article XII of the Bylaws.

Section 2. Board of Control.

The Association shall have a Board of Control. The Board of Control shall be composed of the Secretary of the Association, who shall be Chairperson, and four (4) Members of the Association appointed annually by the President. Each of the four (4) members appointed by the President shall serve a four-year term with the terms of such being staggered so that only one of the four (4) appointed positions come open for appointment per year. Appointments shall be made so that each geographic area, i.e., Northeast, Southeast, Midwest and West, is represented. Specific boundary determinations of each geographic area shall be determined by the Board of Directors. In order to be eligible to serve on the Board of Control, the members, other than the Secretary of the Association, must not be Directors and must be either past Officers, past Directors or past Section Officers.

**ARTICLE X
CHIEF EXECUTIVE OFFICER**

Section 1. Chief Executive Officer Duties and Responsibilities

- (a) The Chief Executive Officer shall be the Administrator of the Association.
- (b) The Chief Executive Officer, acting pursuant to policies, rules and directives prescribed by the Board of Directors, shall be responsible to the Officers for the day-to-day operations of the Association.
- (c) The Chief Executive Officer may represent the Association on behalf of the Officers before other organizations and general public.
- (d) The Chief Executive Officer may speak for the Association. The Chief Executive Officer shall keep the Officers and the Board of Directors advised of such statements.
- (e) The Chief Executive Officer shall have such other duties and responsibilities as are assigned by the Board of Directors.

Section 2. Selection of the Chief Executive Officer

The Chief Executive Officer of the Association shall be selected by, and shall serve at the pleasure of, the Board of Directors.

**ARTICLE XI
INDEMNIFICATION**

The Association shall indemnify every person who was or is a party or was or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative (each, an "Action") by reason of the fact that he or she was or is a Director, Officer, employee or agent of the Association, or was or is serving at the request of the Association as a Director, Officer, employee, agent or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including counsel fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such Action to the fullest extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition of such Action, to the fullest extent permitted by applicable law; provided, that, if these expenses are to be paid in advance of the final disposition of an Action, then the payment of expenses will be made only upon delivery to the Association of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to indemnification. Notwithstanding the foregoing, the indemnification will be provided to a person who initiated an Action only if that Action was authorized by the Board of Directors.

The Association Indemnification shall extend to Officers, Directors and Employees of subsidiary entities of the Association.

The foregoing rights of indemnification shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person may otherwise be entitled or permitted by contract, the Association's Articles of Incorporation, vote of the Board of Directors, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding that office, it being the policy of the Association that indemnification of any person entitled to indemnification under the Bylaws will be made to the fullest extent permitted by law.

ARTICLE XII
AMENDMENTS; REGULATIONS

Section 1. Amendments to the Articles of Incorporation

The Board of Directors may, by two-thirds of the Directors present at a meeting of the Board of Directors at which there is a quorum or by unanimous written consent, amend the Articles of Incorporation of the Association in such manner as in their best judgment and discretion may be necessary or appropriate to carry out and effectuate the provisions of the Bylaws, the mandates of the Association's Delegates and the administration of the Association's affairs, in each case, in accordance with applicable law.

Section 2. Amendments to the Bylaws

- (a) *At the Annual Meeting.* The Bylaws may be amended at any Annual Meeting in the following manner:
- (1) Any Section or the Board of Directors may propose, in draft form, amendments to the Bylaws by resolutions submitted to the Secretary by September 1 prior to the Annual Meeting.
 - (2) The proposed amendments shall be harmonized by the Board of Directors and then submitted to each Director, each Past President and each Section in final form no later than 30 days prior to the first day of the General Session of the Annual Meeting.
 - (3) Proposed amendments may be amended by a majority and may be adopted by a two-thirds majority of those voting at the Annual Meeting.
 - (4) Amendments to the Bylaws shall be effective as specified in the resolutions adopted at the Annual Meeting.
- (b) *In Between Annual Meetings by the Delegates.* The Bylaws may be amended at any Special Meeting in between Annual Meetings in the following manner:
- (1) The persons calling a Special Meeting may propose, in draft form, amendments to the Bylaws by resolutions submitted together with the demand for a Special Meeting.
 - (2) The proposed amendments shall be submitted to each Director, each Past President and each Section together with the notice of the Special Meeting.
 - (3) Proposed amendments may be amended by a majority and may be adopted by a two-thirds majority of those voting at the Special Meeting.
 - (4) Amendments to the Bylaws shall be effective as specified in the resolutions adopted at the Special Meeting.
- (c) *In Between Annual Meetings by the Board of Directors.* If the Board of Directors deems it reasonably necessary to do so, the Board of Directors may amend the Bylaws between Annual Meetings by two-thirds of the Directors present at a meeting of the Board of Directors at which there is a quorum or by unanimous written consent. The Sections will be promptly notified of any amendment adopted by the Board of Directors. Any amendment adopted by the Board of Directors may be overturned by two-thirds majority of those voting at the next Annual Meeting.

Section 3. Regulations

Regulations not inconsistent with the Association's Articles of Incorporation or the Bylaws, setting forth rules, regulations and policies of the Association (collectively, "Regulations") may be adopted and amended from time to time by the Board of Directors by two-thirds of the Directors present at a meeting of the Board of Directors at which there is a quorum or by unanimous written consent. All regulations made by the Board of Directors shall be binding, unless set aside by two-thirds majority of those voting at an Annual Meeting.

ARTICLE XIII
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purpose specified in the Articles of Incorporation and no part of said funds shall inure or be distributed to the Members of the Association or any other private individual. On dissolution of the Association, any funds remaining shall be distributed in accordance with the Articles of Incorporation and applicable law.

APPENDIX A: MEMBERSHIP MATTERS

ARTICLE I DEFINITIONS

Section 1. PGA Recognized Golf Facilities

PGA Recognized Golf Facilities shall include golf courses and golf ranges which meet the requirements established by the Association. All PGA Recognized Golf Facilities shall be fully equipped to teach golf and demonstrate the use of all types of golf equipment and, with the exception of PGA Recognized Golf Ranges, shall include a golf shop adequate for the display and sale of golf equipment and apparel. The Section in which the golf facility is located shall be responsible for verifying that a golf facility meets the standards established by the Association.

The Board of Control is responsible for recognizing Golf Facilities.

- (a) The term “PGA Recognized Golf Course” shall refer to a golf facility which has at least nine (9) holes. Each hole shall have a minimum hole length of 60 yards and have a total yardage of not less than 1,000 yards for nine (9) holes or 1,500 yards for 18 holes. The golf facility shall have at least 14 acres in total course area, exclusive of clubhouse, golf shop and parking areas, and be entirely planted in grass (except for artificial tee mats).
- (b) The term “PGA Recognized Golf Range” shall refer to a golf range which has a minimum of 15 tees, 150 feet of teeing area, and a depth of at least 600 feet. The range shall have adequate parking facilities allowing at least one parking place for each tee and a building adequate to properly handle the administrative requirements of a PGA Recognized Range. A Professional shall be available for private and group instruction.

PGA Recognized Indoor Golf Facilities:

An indoor golf facility refers to an indoor facility approved by the Board of Directors, offers and conducts golf instruction, is fully equipped to teach golf and is large enough to sufficiently handle golf instruction.

Operation of PGA Recognized Golf Range:

A PGA Recognized Golf Range must in fact be operated as a golf range.

Facilities Under Construction:

The Board of Control is responsible for recognizing golf facilities and golf ranges under construction.

Regulations for determining if a Facility is under Construction:

1. *Member submits request to Section to recognize a facility as under construction;*
2. *Upon the recommendation of a Section, a facility shall initially be recognized as a facility under construction;*
3. *Every six (6) months, the Members employed at the facility must substantiate to the Section that progress is being made towards completing and opening the facility;*
4. *The Section shall verify that progress is being made and give their recommendation to the Board of Control; and*
5. *The Board of Control shall use all or part of the following in determining whether to continue to classify a facility as under construction:*
 - a. *Financing in place;*
 - b. *Routing plan accepted and paid for;*
 - c. *Architect hired with contract complete;*
 - d. *Irrigation contract consummated;*
 - e. *Contractor identified and hired;*
 - f. *Has ground been broken; and*
 - g. *Section recommendations.*

- (c) The term “PGA Recognized Retail Facility” shall be defined as a stand-alone retail golf specialty store or as sporting goods stores with golf departments similar in size and merchandise inventory to a stand-alone golf shop.

Section 2. Employment Definitions

- (a) The term “Head Golf Professional” shall refer to an individual whose primary employment is:
 - (1) The ownership and operation of a golf shop at a PGA Recognized Golf Facility; or
 - (2) The supervision and direction of the golf shop and supervision of teaching at a “PGA Recognized Golf Facility”.
- (b) The term “Assistant Golf Professional” shall refer to an individual who is primarily employed at a PGA Recognized Golf Facility and who spends at least 50% of the time working on club repair, merchandising, handicapping records, inventory control, bookkeeping and tournament operations.
- (c) The term “Director of Golf” shall refer to an individual who directs the total golf operation of a PGA Recognized Golf Facility, including the golf shop, golf range, golf car operations (if applicable) and supervision of the Head Golf Professional.
- (d) The term “Director of Instruction” shall refer to an individual who is managing, supervising and directing the total teaching program at a PGA Recognized Golf School or PGA Recognized Golf Facility.
- (e) The term “Approved Tournament Player” shall refer to an individual who is an exempt player on the PGA TOUR or LPGA TOUR and other “Senior or Developmental” Tours recognized by the PGA TOUR or LPGA TOUR and approved by the PGA Board of Directors.
- (f) The term “Associate” shall refer to an individual registered in the PGA Professional Golf Management Program.
- (g) The term “Golf Clinician” shall refer to an individual whose main source of income is golf shows or clinics.

Section 3. Other Definitions

- (a) The term “PGA Golf Management University Program at (name of college/university)” shall refer to golf management programs conducted by accredited colleges and universities, which are recognized by the Board of Directors.
- (b) The term “PGA Recognized Golf School” shall refer to a golf school recognized by the Board of Directors.

Refers to a golf school recognized by the Board of Directors, which promotes the game of golf, has an official name and written materials to describe its programs, and conducts its programs at PGA Recognized Golf Facilities, which can sufficiently handle classes to teach the game of golf.
- (c) The term “PGA Recognized Golf Association” shall refer to an organization recognized by the Board of Directors.

They shall promote the game of golf, have tax exempt status and operate from a place of business. To verify that these guidelines are satisfied, the organizations may be required to provide tax records, job descriptions, mission statements, business plans, organizational charts and/or other information the Association deems necessary.

- (d) The term “PGA Recognized Professional Golf Association” shall refer to International Association of Golf Professionals recognized by the Board of Directors.
- (e) The Membership Year is defined as July 1st through June 30th.

ARTICLE II
[Intentionally Omitted.]

ARTICLE III
ASSOCIATES

The PGA Professional Golf Management Program is a training and certification program for aspiring Golf Professionals. Registrants in the program shall be referred to as Associates. Associates are not Members of the Association and do not enjoy any rights of membership, but may attend Section Meetings.

Section 1. Registration

Individuals who meet the following requirements shall be eligible to register in the PGA Professional Golf Management Program:

- (a) Have a high school diploma or be at least 18 years of age and have the equivalent of a high school education;

High School Equivalency:

- (1) An evaluation by a university or college level institution selected by the Association shall be used to determine high school equivalency.
 - (2) Acceptance as a regular full-time student at an accredited college in the U.S. shall be considered ample proof of high school equivalency.
- (b) Be eligibly employed as defined in Section 4, of this Article;
 - (c) Pay all required fees;
 - (d) Be endorsed by the Member by whom employed, other individuals shall be endorsed by their immediate supervisor.
 - (e) Demonstrate that they can play a creditable game of golf by successfully passing a 36-hole Playing Ability Test in accordance with guidelines established by the Board of Directors.

PAT Regulation:

1. *Effective 1/1/2003, one of the following must be completed to register into the PGA Golf Management Program:*
 - a. *Pass the Player’s Ability Test or;*
 - b. *Attempt the PAT at least once since 1/1/2003 and shoot one 18-hole score in a PAT since 1/1/2003 that is equal to or less than the PAT target score for 18 holes plus five strokes.*
2. *The 36-hole PAT requirement must be successfully passed, prior to testing out of Level 3.*
3. *Individuals who register into the PGA Professional Golf Management Program without having fully passed the PAT are required to attempt the PAT at least twice a year in accordance with the policy established by the PGA Board of Directors. Individuals who fail to meet this requirement shall be suspended.*

Validation period for PAT:

Individuals registering or re-registering into the PGA Professional Golf Management Program shall have successfully completed the Playing Ability Test within the eight years prior to registration.

Waiver of Playing Ability Test for Members of PGA Recognized Professional Golf Associations:

The Board of Directors may waive the requirement that the Playing Ability Test be successfully completed by Members of PGA Recognized Professional Golf Associations.

Playing Ability Test Target Score:

Successful completion of the test shall be achieved by shooting a combined score which does not exceed the target score. The target score is computed by multiplying the appropriate USGA approved course rating which recognizes the appropriate course rating for men and women, by two (2) and adding 15. For example, if the course rating is 72, the target score would be $72 \times 2 + 15 = 159$.

Exemption from Playing Ability Test:

Individuals who are or have been exempt players on the PGA TOUR or LPGA TOUR and other "Senior or Developmental" Tours recognized by the PGA TOUR and LPGA Tour and approved by the PGA Board of Directors shall be deemed to have completed the Playing Ability Test.

ADA Guidelines for the Playing Ability Test:

Individuals with disabilities, as defined under the Americans With Disabilities Act, that receive a written evaluation from the PGA of America's Director of Instruction or his or her designee indicating that the student has the requisite skills to play golf at an acceptable level with the exception of length, to allow such an individual to take the PAT from a set of forward tees set to a length suggested by the PGA of America's Director of Instruction or his or her designee, to reasonably accommodate that person's special needs. In order to maintain the integrity of the PAT, the total yardage of any such adjusted PAT shall not be allowed to be less than 5,200 yards for males and 4,072 yards for females. The target score shall remain the same with the only difference being a lesser overall yardage for the test.

- (f) Complete the Qualifying Level, prior to registering into the PGA Professional Golf Management Program in accordance with the PGA Bylaws.

Section 2. Renewal

Registrants in the PGA Professional Golf Management Program shall be eligible to renew their registration annually at the beginning of each Membership year provided that they are eligibly employed as defined in Section 4, of this Article and pay required annual Associate fees.

Associates who became ineligibly employed due to the loss of their supervising PGA Professional shall enter a grace period of a minimum of six (6) months or until the end of that Membership year, whichever is longest. If, by the end of the grace period such Associate is not eligibly employed, the Associate shall be dropped from the Associate rolls at that time.

Section 3. Reregistration

Former registrants in the PGA Professional Golf Management Program may reregister in the PGA Professional Golf Management Program provided that they (i) are eligibly employed as defined in Section 4, of this Article; (ii) successfully pass the Playing Ability Test as defined in Section 1 (e), of this Article; and (iii) pay all required fees.

Section 4. Eligibility

(Reference Article IV, Section 2 (a) (b) for Experience Credits Provisions)

- (a) To be eligibly employed for registration in the PGA Professional Golf Management Program individuals shall be primarily employed on a full-time basis in a job classification set forth in Article V, Section 1 (b) (1) - (23).

Section 5. Limit of Participation

Individuals, who do not make acceptable progress in accordance with the guidelines established by the Board of Directors, will be suspended from participation in the PGA Professional Golf Management Program.

Limit of Participation Regulation

If an applicant passes the PAT within two-years or after registering as an associate, the PAT will remain valid for eight years from the initial registration date. If the associate is not elected to membership at the end of the eight-year period all the PGA Professional Golf Management Program must be completed in its entirety, including the PAT.

The Board of Control may extend the Limit of Participation period or allow for early termination based on extenuating circumstances.

Section 6. Appeal

Individuals who are denied registration, reregistration or renewal of their registration in the PGA Professional Golf Management Program may appeal such decision to the Board of Control in accordance with the provisions of Article VII.

ARTICLE IV ELECTION TO MEMBERSHIP

Section 1. Election Requirements

In order to be eligible for election to membership in the Association, an individual must satisfy the following requirements:

- (a) Be primarily employed in an area required by an Active Classification with the exception of classifications that are transfer only classifications not eligible for original election.
- (b) Except for Approved Tournament Players, be awarded 30 or more combined experience and educational credits as defined in the Bylaws and Regulations.
- (c) Except for Approved Tournament Players, be a citizen of the United States of America or be a resident or temporary resident alien.
- (d) Successfully pass the Playing Ability Test as defined in Article III, Section 1 (e).
- (e) Successfully complete training and examination requirements as prescribed by the Board of Directors.

The Board of Directors may permit Members of PGA Recognized Professional Golf Associations to attempt to successfully complete the PGA Professional Golf Management Program examination requirements without attending the seminars.

- (f) Otherwise fully meet the terms and conditions of the Association's Constitution, Bylaws and Regulations.

Section 2. Experience Credits

- (a) Experience credits shall be awarded as follows:

Individuals initially registering in the PGA Professional Golf Management Program may be awarded up to six (6) experience credits for employment during the twelve (12) months prior to registration. Experience credits shall be earned only by Associates in good standing. Associates shall not earn work experience credits while in a suspended status.

- (1) One (1) credit for each month primarily employed in a job classification set forth in Article V, Section 1 (b) (1) - (23) with or without the supervision of a PGA Professional.
 - (2) One-half credit when an Approved Tournament Player plays at least 36 holes per event in a PGA TOUR or LPGA TOUR co-sponsored or approved tournament.
- (b) Awarding of experience credits shall be governed by the following rules:
- (1) Credits may be awarded for experience gained while employed as an Assistant Golf Professional at a PGA Recognized Golf Facility under construction.
 - (2) No credit shall be awarded to Approved Tournament Players for participation in qualifying rounds of golf tournaments.
 - (3) Approved Tournament Players may not earn more than twelve (12) experience credits in any calendar year for participating in golf tournaments.
 - (4) Experience may be cumulative over a period of years, but no experience may be counted unless it is on a full-time basis at the time experience is gained. It shall be the responsibility of applicants to establish at any time to the satisfaction of the Association that they are eligibly employed in the golf profession on a full-time basis.
 - (5) A maximum of six (6) credits may be earned in a calendar year on the PGA TOUR's or the LPGA TOUR's "Developmental Tours". The maximum total credits for these recognized Tours shall be 18.
 - (6) Credits may be earned for experience gained for eligible employment (excluding clerical and bookkeeping positions) at a PGA Section Office. Credits may be earned for experience gained while employed by the PGA National Office, the PGA TOUR and/or the LPGA.
 - (7) The Board of Directors may award experience credits to Members of PGA Recognized Professional Golf Associations.

A comparison, of the membership requirements of all PGA Recognized Professional Golf Associations and the requirements that would be accepted by The PGA of America, shall be mailed to the Sections.

Section 3. Educational Credits

Educational credits shall be awarded as follows:

- (a) Twelve (12) credits for having a Bachelor's Degree from an accredited four (4)-year college/university or six (6) credits for having an Associate's degree from an accredited two (2)-year college/university. A maximum of twelve (12) credits may be awarded under this provision.
- (b) Sixteen (16) credits for graduation from a PGA Golf Management University Program College or University. Credits for graduation from a PGA Golf Management University Program College or University shall only be awarded if the individual becomes a registered Associate within two (2) years of graduation and stays within the Acceptable Progress Guidelines.
- (c) One (1) credit for attendance at any of the Association's multi-day workshops. A maximum of three (3) credits may be earned through Association workshop attendance. Each workshop shall be in a different subject area.

Section 4. Transition Rules

The Board of Directors shall be responsible for adopting transitional rules to accommodate non-retroactive changes in policies regarding experience and educational credits.

Section 5. Amateur Status

Associates who are granted reinstatement of amateur status or who participate in amateur golf events as amateurs shall lose all experience credits at the time of such reinstatement or participation.

Section 6. Election Regulations

The Board of Directors shall be responsible for promulgating regulations for election to membership. Applicants shall be responsible for providing information as may be required to support their application for membership. Any applicant whose application is rejected may appeal the decision to the Board of Control in accordance with the provisions of Article VII.

The Board of Control may grant extensions for extenuating circumstances.

Section 7. Resignation from Membership

Members may resign their membership from the Association in accordance with guidelines established by the Board of Directors provided that all financial obligations to the Association have been satisfied.

Resignation Procedure:

Resignation procedure requires sending a letter of resignation to the National Office. The date of resignation shall be the date the letter is received at the National Office unless another date is approved by the Section and National Office.

Section 8. Reinstatement to Membership

Former Members terminated for any reason other than disciplinary action may apply for reinstatement to Membership provided that (i) their reinstatement is approved by their Section; (ii) all deficit PDP requirements and (iii) all financial obligations to the Association, including penalties and accrued interest, are satisfied.

Section 9. Re-election

Former Members who are not otherwise eligible for reinstatement to membership shall be required to meet all current election requirements in addition to the reinstatement requirements to again become Members of the Association.

**ARTICLE V
CLASSES OF MEMBERSHIP**

Members shall be classified as Active or Non-Active based on their employment status, standing with the Association and length of membership in the Association.

Members shall provide sufficient documentation to reasonably verify their employment status, including but not limited to sources of income, time spent on the job and responsibilities.

Section 1. Active Classifications

Members who are primarily employed in the area required by their classification and who meet any of the following requirements shall be eligible for membership and shall be classified as Active Members of the Association:

- (a) **Master Professional** - The Master Professional classification recognizes PGA Members who have successfully completed advanced professional training. The Board of Directors shall establish the requirements to be classified as Master Professional, including the requirement that such Members shall have served, for a minimum of six (6) years, in the capacities of Class “A” Head Golf Professional and/or Director of Golf at PGA Recognized Golf Facilities.

Effective June 4, 1996, there will be no new elections to the Master Professional classification.

Certified Master Professional requirements are available from the National Office.

(b) Class "A" Members

- (1) PGA Members employed as Head Golf Professionals at PGA Recognized Golf Courses (A-1).
- (2) PGA Members employed as Head Golf Professionals at PGA Recognized Golf Ranges (A-2).
- (3) PGA Members who are exempt players on the PGA TOUR, LPGA TOUR and other Tours recognized by the PGA TOUR or LPGA TOUR and approved by the PGA Board of Directors (A-3).
- (4) PGA Members who are Directors of Golf at PGA Recognized facilities (A-4).
- (5) Past Presidents of the Association, regardless of their current occupation or profession (A-5).
- (6) PGA Members employed at PGA Recognized Golf Facilities, PGA Recognized Golf Schools, and PGA Recognized Indoor Facilities as either golf instructors, supervisors of golf instructors or individuals who instruct PGA Professionals How to Teach (A-6).
- (7) PGA Members employed as Directors of Golf or Head Golf Professionals at PGA Recognized Golf Facilities under construction (A-7).
- (8) PGA Members who are employed as Assistant Golf Professionals at PGA Recognized Golf Facilities (A-8).
- (9) PGA Members who are employed in professional positions in management, development, ownership, operation and/or financing of a facility (ies) (A-9).

Employment at more than Two Facilities

Individuals who are involved in the management of more than two facilities, regardless of positions, titles or responsibilities shall be classified A-9.

- (10) PGA Members who are employed as Golf Clinicians (A-10).
- (11) PGA Members who are employed by the Association, a Section or the PGA TOUR in an administrative capacity and PGA Members who are employed full-time as employees of golf associations recognized by the Board of Directors (A-11).
- (12) PGA Members who are employed as golf coaches at accredited colleges, universities and junior colleges (A-12).
- (13) PGA Members who are employed as General Managers/Directors of Club Operations who have successfully completed the requirements set forth by the PGA Board of Directors (A-13).

General Managers/Directors of Club Operations

General Managers and/or Directors of Club Operations shall manage the entire golf facility including golf operations, golf course maintenance, club house administration, food and beverage operation and other recreational activities at the facility.

- (14) PGA Members who are employed as Director of Instruction at a PGA Recognized Golf School or PGA Recognized Facility (A-14).

- (15) PGA Members whose primary employment is ownership or management of golf products or services at a “PGA Recognized Retail Facility” provided such employment specifically excludes primary employment as a clerk. “PGA Recognized Retail Facility” shall be defined as a stand-alone retail golf specialty stores or as a sporting goods stores with golf departments similar in size and merchandise inventory to a stand-alone golf shop (A-15).
- (16) PGA Members who are primarily employed in the design of golf courses as architects or PGA Members who are primarily employed in an ownership or management capacity as golf course builders (A-16).
- (17) PGA Members primarily employed in the management of all activities in relation to maintenance, operation and management of a golf course. PGA Members in this classification are required to satisfy the criteria of either a Golf Course Superintendent or Assistant Golf Course Superintendent as defined by the Golf Course Superintendent’s Association of America (A-17).
- (18) PGA Members primarily employed in the reporting, editing, writing or publishing of golf-related publications in any form of media (inclusive of, but not necessarily limited to, newspapers, magazines, the Internet) or in the broadcasting or commentating about golf events on network television, cable networks, the Internet or any other form of related media (A-18).
- (19) PGA Members primarily employed in an executive, administrative or supervisory position with a golf industry manufacturer or golf industry distributor (A-19).

A-19 Regulation:

The A-19 classification may include members primarily employed in an executive, administrative or supervisory position with a golf industry company that provides direct consumer distribution of golf goods or services that benefit PGA Members and/or PGA Member affiliated facilities (A-19).

- (20) PGA Members primarily employed by one or more golf manufacturing or distributing companies involved in the wholesale sales and distribution of golf merchandise or golf-related supplies to golf facilities, retail stores or any other golf outlets (A-20).

A-20 Regulation:

The A-20 classification may include members primarily employed by a golf manufacturing or distributing company that provides direct consumer distribution of golf goods or services that benefit PGA Members and/or PGA Member affiliated facilities (A-20).

- (21) PGA Members primarily employed in the coordination, planning and implementation of golf events for organizations, businesses, or associations (A-21).
- (22) PGA Members primarily employed in the provision of services as a rules official for recognized golf associations, recognized golf tours or recognized golf events (A-22).
- (23) PGA Members primarily employed in the business of club fitting must use a recognized fitting system or a comparable system, must have all the necessary equipment normally associated with club fitting and must have access to a PGA Recognized Golf Range or a range at a PGA Recognized Golf Course to monitor ball flight. A PGA Member primarily employed in club repair must have an established place of business with all necessary equipment normally associated with club repair or must service one or more golf tours or series of golf events (A-23).
- (24) PGA Members primarily employed within the golf industry who are not eligible for another Active classification (A-24).

A-24 Regulation:

In order to be eligible to transfer to the A-24 classification, the following criteria must be met:

1. *The PGA Member must be primarily employed in the golf industry. For purposes of the regulation, the term "Golf Industry" is defined as a business that provides primarily golf-related products or golf-related services to consumers, wholesalers, distributors, retailers, PGA affiliated facilities or others.*
2. *The primary employment may include employment with Internet-based companies that provide golf-related products or services; teaching golf instruction in non-traditional golf facilities (i.e., facilities that are not PGA recognized) that have not previously allowed active classification with the PGA of America; or other forms of employment deemed by the Section and/or Board of Control resulting from an appeal, to fulfill the requirements of this classification.*
3. *The Board of Directors shall have final authority to determine whether a particular employment situation fulfills the requirements for A-24 classification in the event of an appeal from the Board of Control or upon a request of the Board of Control to review a particular matter for guidance.*

Eligibility for Two (2) Classifications:

With the exception of A-3s, any Member who is eligible for two (2) different classifications should be placed in the classification in which the Member spends a majority of their time; however, if equal, the Member shall have a choice, with the approval of the Section. Approved Tournament Players shall be classified A-3 unless they substantiate to the Board of Control they are eligible for another classification. Approved Tournament Players who are not classified as A-3 Members shall have their classification reviewed by the Board of Control two (2) times annually.

Primary Employment Regulations:

1. *The employment must show a pattern of employment that is regular, continuous, at the place of employment and provide the public with golf related goods and/or services.*
2. *Sections may request all or part of the following information to determine that individuals are properly classified:*
 - a. *A description of the type of club and activity;*
 - b. *List of duties performed;*
 - c. *Sources of income;*
 - d. *Authority granted by employer;*
 - e. *Hours of operation of facility;*
 - f. *Employment contract;*
 - g. *Lesson Log Book;*
 - h. *Tax documents;*
 - i. *Letter from employer;*
 - j. *Responsibility for the inventory, hiring and firing, devotion to the work schedule, conducting and planning of tournaments;*
 - k. *Days at the facility for the last week, month or more; and*
 - l. *Individuals may submit any additional information they feel appropriate.*

Eligible Employment Regulation:

PGA Members and Associates that are employed in more than one profession shall be subject to the following:

The National Office shall determine if a professional is eligibly employed based on the documentation provided by the professional and the recommendation of the Section. Should the National Office and Section disagree, the matter shall be submitted to the Board of Control. The Board of Control's decision shall be binding by the Section and the National Office.

Professionals are not determined to be eligibly employed until approval is obtained.

The following guidelines shall be used to determine eligible employment:

1. *Professionals that satisfy the following are considered employed in the golf industry and eligible for an active classification regardless of other income or profession:*
 - a. *Employment must be in an area required by their classification and must average at least 30 hours a week for the entire season. The length of the season is determined by the Section.*
 - b. *Employment must fulfill all national and state guidelines including wage and hour requirements, income tax reporting requirements and social security tax requirements.*
 - c. *Upon request individuals may be requested to provide to the Section or to the Association applicable income and tax records where cause exists to assist in determining the proper classification. The failure of the member/associate to provide the requested information by the deadline stated in the written request for information may result in a dismissal of the case with the inquiry/appeal denied summarily at the sole discretion of the body that requested the information*
2. *Professionals must document to the Section and the National Office as often as a quarterly basis (or another specified time period as agreed by the National Office and Section) that they are satisfying the eligible employment guidelines and the requirements of their classification.*
3. *On an individual basis, the Board of Control may modify the eligible employment requirements for extenuating circumstances such as adverse weather, injury, illness, etc.*

Section 2. Non-Active Classifications

Members meeting any of the following requirements shall not be eligible for active Membership and shall be classified as Non-Active Members:

- (a) Class "F" Members are Members who fail to meet the requirements of the Professional Development Program;
- (b) Life Members, defined as Members who have held a minimum of 20 years in an Active Classification (whether continuous or not) and who do not otherwise, based on current employment status, qualify for an Active Classification, may elect to classify as either:
 - (i) Life Member-Active; or
 - (ii) Life Member-Retired.
- (c) Retired Members are Members who are retired and have achieved a total of 65 years or more for age and years of Active classifications and who are not eligible for another classification.

The Board of Control may grant Retired classification for extenuating circumstances, such as, serious illness and other material hardships resulting in the individual's inability to continue to fulfill eligible employment requirements.

- (d) Reserve Members are Members who are not eligible for classification as Active or Life Members.
- (e) Life Member Century are Life Members who are fully retired, are no longer active in the Association in any manner and have achieved a minimum age of 75 years and a minimum of 25 years of Active classifications. This is a one-time only permanent transfer into Life Member Century.

The Board of Control may grant Life Member Century classification for extenuating circumstances, such as, serious illness and other material hardships.

Section 3. Honorary Members

Honorary Members may be elected by the Delegates to the Annual Meeting for their outstanding contributions to the game of golf.

Honorary Membership Regulation:

Individuals may be nominated for Honorary Membership at the Annual Meeting, provided a majority of the Officers approve of the individual in writing, prior to the applicable Annual Meeting.

Section 4. Classification Procedures

- (a) If non-temporary changes in the employment status of Members (excluding unemployment) place them in different classes of Membership, they shall be transferred to the appropriate classification.
- (b) Active Members, who become unemployed, are not eligible for classification as Life Members, and who do not elect to be classified as Reserve Members or Retired Members shall enter a one (1) year grace period. If, by the end of that grace period, such Members continue not to be eligible for classification as Active or Life Members, they shall be reclassified as Reserve Members at the beginning of the Association's next Membership year.
- (c) Members who believe that they are improperly reclassified shall have the right to appeal only to the Board of Control in accordance with Article VII.
- (d) Members must maintain payroll records to verify employment. Said records shall be made available upon request of Section or Association where cause exists to determine the classification.
- (e) Individuals elected to A-3 classification may transfer to another active classification only after they have satisfied all membership requirements for the new classification.

A-3 Regulation:

Allow A-3 Members, who have acquired a minimum of 30 credits, the opportunity to select the "test-out" option of the PGA Professional Golf Management Program under the same guidelines as members of International PGAs.

- (f) Individuals transferring from Life Member-Retired and Retired Member classifications to another classification must complete all PDP requirements from prior PDP periods.

Change in Classification:

Classification changes shall be made by the National Office based on the recommendation from the Section. Should the National Office and the Section disagree on the appropriate classification, the matter shall be submitted to the Board of Control. The Board of Control's decision shall be binding by the Section and National Office.

Section 5. Annual Review of A-3 Classification

Individuals classified as A-3 Members, who do not participate in at least twelve (12) or more PGA of America Board Approved Tour co-sponsored or Approved Tournaments in the preceding year, shall be governed by the following rules:

- (a) Individuals who have accumulated thirty (30) or more combined experience and educational credits as defined in the Bylaws and Regulations and who do not participate in at least twelve (12) or more PGA of America Board Approved Tour co-sponsored or Approved Tournaments in the preceding year shall enter a one (1) year grace period. If, during such grace period, they do not complete all requirements necessary to transfer to any active classification they shall be reclassified to Reserve at the beginning of the next Membership year.

- (b) Individuals who have not accumulated thirty (30) credits and who no longer are Approved Tournament Players shall be terminated from membership.
- (c) The following individuals shall be exempt from these rules so long as they retain their membership in the PGA TOUR or LPGA TOUR:
 - (1) Members of a PGA of America Ryder Cup Team or United States Solheim Cup Team;
 - (2) Current or former champions of any of the men's or women's Majors, as defined by the PGA Board of Directors;
 - (3) Current or former leading money or point winners; or
 - (4) The Vardon Trophy and Vare Trophy winners.

Review of A-3 Members:

Only those A-3 Members who qualify for their respective TOUR during the first six (6) months of a calendar year shall be subject to these rules.

**ARTICLE VI
RIGHTS OF MEMBERSHIP**

Section 1. Rights of Membership

Except as otherwise provided herein, Members of the Association shall have all of the rights of membership. These rights shall include the following:

- (a) voting;
- (b) holding office;
- (c) using the Association name, initials and emblem in accordance with guidelines established by the Board of Directors; and
- (d) attending the Annual Meeting of the Association as an observer.

Rights and Privileges:

It is a privilege rather than a right to play in golf tournaments and participate in Section programs. Therefore, except for the rights set forth above, a Section may impose reasonable restrictions on certain classes of membership regarding participation in sectional events so long as such restrictions are not unduly discriminatory.

Section 2. Restrictions on Rights

Members in the following classifications shall have all the rights of membership except that they shall not have the right to vote and hold office:

- (a) Reserve Members

Reserve Members may use the PGA name, initials and emblem provided that:

- (1) The Reserve Member is employed in the golf industry;
- (2) The PGA name, initials and emblem are used only on business stationary, business cards and on the business site; and
- (3) The PGA name, initials and emblem are not used for any commercial use.

(b) Class “F” Members

In addition, Class “F” Members shall not have the right to use the Association name, initials or emblem.

(c) Life Member-Retired

- (1) Past Presidents of Sections shall retain voting privileges in the Section in which their Presidency was served, even if they have transferred to Life Member-Retired status.
- (2) Sections may allow Life Member-Retired Members to vote on Section issues provided they satisfy the Meeting Attendance requirement of the most recent three-year period of the Professional Development Program.

(d) Retired Members

Retired Members may use the PGA name, initials and emblem as determined by the Board of Directors. The PGA name, initials and emblem may not be used for any commercial use and must include a “Retired” designation.

(e) Life Member Century

The PGA name, initials and emblem may not be used for any commercial use.

Section 3. Association Employees

Employees of the Association or the Sections shall not be eligible to serve as Sectional Officers or be Members of the Association’s Board of Directors or the Sections’ Board of Directors.

As a matter of employment policy, the PGA and its Sections may restrict employees who are Members of the Association from enjoying certain rights or privileges of membership.

**ARTICLE VII
REVIEW OF MEMBERSHIP ISSUES**

Section 1. Board of Control

The Board of Control is appointed in accordance with the Bylaws. A quorum for any meeting of the Board of Control shall consist of three (3) members of the Board of Control. The Board of Control shall meet at least quarterly at a time and place as set by the Chairperson; provided, however, that a majority of the members of the Board of Control may elect not to meet during any quarter if no actions are required.

Section 2. Appeals to Board of Control by Individuals

Members and Associates may appeal any decision which is appealable to the Board of Control in accordance with regulations adopted by the Board of Directors.

Any decision appealed to the Board of Control may be overruled by a majority vote of the Board of Control. All membership actions shall be held in abeyance during any appeal pending a decision by the Board of Control. Members and Associates shall have the right to appear at their appeal hearing with the Board of Control and also may have witnesses appear at this hearing on their behalf.

Procedures for Board of Control Appeals:

All appeals to the Board of Control must be made within thirty (30) days of receipt of notice of the decision being appealed. All decisions shall be provided to the individual in writing by personal delivery or registered or certified mail.

Section 3. Appeals to Board of Directors

Members and Associates may appeal the following decisions to the Association's Board of Directors in accordance with regulations adopted by the Board of Directors:

- (a) Decisions of the Board of Control, which are appealable to the Board of Directors as set forth in the Constitution and Bylaws.
- (b) Membership classifications.
- (c) Other decisions, which are able to be appealed to the Board of Directors as set forth in the Constitution and Bylaws.

Any decision appealed to the Board of Directors may be overruled by a two-thirds vote of the Board of Directors. All actions shall be held in abeyance during any appeal pending the Board of Directors' decision. Members and Associates shall have the right to appear at their appeal hearing with the Board of Directors and also may have witnesses appear at this hearing on their behalf. Decisions of the Board of Directors shall be final.

Procedures for Board of Directors Appeals:

All appeals to the Board of Directors must be made within thirty (30) days of receipt of notice of the decision being appealed. All decisions shall be provided to the individual in writing by personal delivery or registered or certified mail.

Section 4. Discretionary Review by Board of Control

In addition to those matters specifically reserved to the Board of Control in the Constitution and Bylaws, the Board of Control shall have control over all membership matters. In order for a subject to be considered by the Board of Control pursuant to this section, the matter must be referred to the Board of Control by a Section, the Board of Directors or a staff member at the National Office. The Board of Control may at its sole discretion elect to review such membership matters. All decisions of the Board of Control shall be reported to and subject to review by the Board of Directors at its discretion.

The Board of Directors shall have the power by a two-thirds vote to uphold, reverse or modify the decision of the Board of Control in accordance with regulations adopted by the Board of Directors. In the event that the Board of Directors reviews a decision of the Board of Control, the decision of the Board of Directors shall be final.

Discretionary Review by Board of Control:

If the Board of Directors does not review a decision of the Board of Control at its next regularly scheduled meeting, which is at least sixty (60) days following the decision of the Board of Control, the decision of the Board of Control shall be final. A written copy of all decisions made by the Board of Control for such matters shall be immediately provided to the individual, the individual's Section and the National Office.

ARTICLE VIII PROFESSIONAL DEVELOPMENT PROGRAM

Section 1. Policy

All Members, except those in the following classifications, shall be required to satisfy the requirements of the Association's Professional Development Program:

- A-3
- A-5
- Life Member-Retired
- Life Member-Century
- Retired Member

(Reference Appendix for information regarding Golf Professionals in the Reserves or National Guard who are called to Active Duty)

(Reference Article VI, Section 2 (c) (2) for Life Member-Retired Members who wish to vote on Section issues)

Section 2. Program Requirements

The Board of Directors shall be responsible for determining the requirements of the Professional Development Program. The Program shall require that a minimum number of points be earned in three (3) year periods.

The Board of Control may waive or reduce the requirements for a Member for extenuating circumstances, inclusive of, but not necessarily limited to, illness, financial problems, Members that can demonstrate appropriate extenuating circumstances, or other conditions, which may have prevented the Member from satisfying the requirements.

Section 3. Violations

Members who do not satisfy the requirements of the Professional Development Program shall be reclassified as Class "F" Members of the Association at the beginning of the next Membership year. They shall remain in this classification until they earn the deficit requirements of the previous period and an amount equal to the deficit in the new period. Class "F" Members who do not satisfy these requirements by the end of the Professional Development Program period in which they were transferred to Class F shall be terminated from membership.

So long as they are Members of the Association, Class "F" Members may not be transferred into any other classification until they satisfy these requirements.

Members may appeal their classification as Class "F" Members or their termination from membership, as a result of these provisions, to the Board of Control in accordance with the provisions of Article VII.

ARTICLE IX SECTION AFFILIATIONS

Section 1. Section Affiliations - Members

All Members who are employed, and Members who are unemployed but permanently reside within the boundaries of a Section of the Association, shall be Members of that Section.

Section Affiliation:

Excepting Honorary Members, a Section shall not have as a Member, in any class, any person who is not a Member of the Association.

Members who are permanently employed in more than one Section shall be Members of all such Sections; provided that any rights to vote, hold office, play in Sectional Championships and/or be eligible for national awards, shall only apply to their principal Section, which shall be defined as the Section in which they are employed a majority of the time. In cases where Members are employed for equal amounts of time in more than one (1) Section, the Members may choose which Section to be principally affiliated with.

A Member must notify the Secretary of the new Section of the Member's employment and the Member must pay dues to both Sections.

Section 2. Section Affiliations - Associates

All Associates who are employed within the boundaries of a Section of the Association shall be registered in the PGA Professional Golf Management Program of the Section in which they are principally employed.

Section 3. Changes in Section Affiliations - Members

- (a) Members, who, as a result of a change in employment or residence, are required to become Members of a different Section shall be required to change their Section affiliation at the time of such change.
- (b) In the cases of changes in Section affiliations during the year, no additional dues shall be required to be paid to the new Sections and no refund of dues shall be paid to the former Sections.
- (c) A member employed outside of the United States, at the member's option and with the approval of the National Board of Directors, can affiliate with a Section.

Section 4. Unaffiliated Members

Members and Associates in any classification who are employed and Members and Associates who are unemployed outside the boundaries of a local Section qualify for Unaffiliated Membership.

A Member or Associate who is employed outside of the United States may:

- (i) *Continue to be affiliated with the Section the Member or Associate was most recently affiliated with, provided the Section approves of the affiliation; or*
- (ii) *Become affiliated with another Section provided the Section approves of the affiliation. In the event of a disagreement between the Section and the Member/Associate about the affiliation issue, the issue shall be submitted to the Board of Control for resolution. The decision of the Board of Control shall bind the Section and the Member/Associate.*

**ARTICLE X
OBLIGATIONS**

Section 1. Annual Member Dues and Associate Fees

- (a) Members shall pay annual dues to the Association as follows:

| | |
|----------------------|-------|
| Master Professionals | \$100 |
| Class "A" Member | \$100 |
| Life Member-Active | \$100 |
| Life Member-Retired | \$25 |
| Life Member-Century | \$25 |
| Retired Members | \$25 |
| Reserve Members | \$100 |
| Class "F" Members | \$100 |

Past Presidents and Honorary Members of the Association shall pay no dues.

- (b) Associates shall pay annual fees of \$60.

Section Dues and Fees:

The National Office shall bill Members and Associates for Section dues and fees. Annual Section dues and fees shall be charged based on the Member's or Associate's Section affiliation as of May 1st. In the event that a Member or Associate changes their Section affiliation during a Membership year, no additional dues or fees shall be charged or refunded and the new Section shall not be entitled to a prorated amount from the prior Section. A Section may not charge Associates a higher fee than the highest fee of a Class "A" Member.

Section shall not charge more to A-3, Retired Members or Reserve Members:

A Section shall not charge A-3, Retired Members or Reserve Members more than the National Fees for A-3, Retired Members or Reserve Members respectively, without approval from the Board of Directors.

Section shall not charge more to Life Member Century Members:

A Section shall not charge Life Member Century Members more than the National Fees for Life Member Century Members

Section 2. Associate Registration Fees

Individuals who register or re-register in the PGA Professional Golf Management Program shall pay a registration/re-registration fee as determined by the Board of Directors.

Section Registration Fees:

Sections may also charge registration or re-registration fees not to exceed national fees set forth above.

Section 3. Billing of Member Dues and Associate Fees

Members and Associates shall be billed for dues and fees payable to the Association and the Sections on May 1st of each year. All dues and fees shall be payable within sixty (60) days of the billing date.

(Reference Appendix for information regarding Golf Professionals in the Reserves or National Guard who are called to Active Duty)

Timing of Dues and Fees

Members and Associates who fail to pay dues or fees within sixty (60) days of the billing date shall be immediately suspended from membership or registration in the PGA Professional Golf Management Program and shall not be entitled to any rights or privileges of membership until their dues or fees are paid. Such Members and Associates shall be assessed \$25 late payment fee. Members and Associates who fail to pay amounts due (including late payment fee) within ninety (90) days of billing date shall then be terminated from membership or the PGA Professional Golf Management Program.

Members and Associates who do not pay their dues and fees within ninety (90) days of the billing date, but pay all amounts due (including \$25 late payment fee and a \$25 re-establishment fee) by the start of the following Membership year may re-establish membership provided approval is received from the Officers of their Section. The late and re-establish fees may not be waived.

Section 4. Proration of Dues and Fees

The Board of Directors shall be responsible for adopting such other regulations regarding the proration of national annual dues and fees to be assessed at the time of election, re-election, reinstatement, reclassification, registration, re-registration, termination and/or resignation.

Proration of Dues:

Sectional and National dues for Members and Associates shall be prorated on a monthly basis. Individuals terminated for non-payment of dues shall be responsible for only a pro-rated amount of delinquent dues, plus the late fee, at the time of reinstatement or re-election.

ARTICLE XI REPORTING REQUIREMENTS

Section 1. Employment Reporting

- (a) Members and Associates shall be required to report to the Association or Sections within ten (10) business days, changes in employment and/or classifications.
- (b) Members or Associates who fail to comply with these provisions shall be fined as follows:
 - (1) \$50 for notifications received after the 11th business day.

- (c) Members and Associates who are fined for such violations shall be automatically suspended from membership or registration in the PGA Golf Management Program until the fines are paid.

Business Day:

A business day is defined to be any day on which the PGA National Office is open for business. The ten (10) day notification period starts upon initial knowledge of accepting/leaving a position.

Section 2. Employment Verification

- (a) Changes in employment and classification must be verified by the PGA member with the most management authority at the place of employment. For individuals who have the most management authority at the place of employment, the employment must be verified by the immediate supervisor.
- (b) If the above information is not available by virtue of death or for other reasons, reasonable certification of employment may be approved by the Section.

**ARTICLE XII
INSURANCE**

Section 1. Life Insurance

The Association shall provide life insurance coverage in an amount determined by the Board of Directors for all Members and Associates of the Association. The Members and Associates shall pay the costs of such coverage.

Section 2. Professional Liability Insurance

The Association shall provide professional liability insurance coverage for all Members and Associates of the Association, with the exception of Life Member Century Members who will be exempt from this, provided the Board of Directors considers the coverage to be financially feasible. The professional liability insurance coverage shall cover the Members, other than Life Member Century Members, and Associates in their professional duties as golf professionals. The amount of the coverage and the specific definition of a golf professional's professional duties shall be determined by the Board of Directors. The Members, other than Life Member Century Members who will not be provided the professional liability insurance, and Associates shall pay the costs of such coverage.

Section 3. Member Assistance Program

The Association shall provide a member assistance program with features determined by the Board of Directors for all Members of the Association. The Members shall pay the costs of such coverage.

APPENDIX

**GOLF PROFESSIONALS IN THE RESERVES OR NATIONAL GUARD
WHO ARE CALLED TO ACTIVE DUTY REGULATION**

Associates

Acceptable Progress in the PGA Professional Golf Management Program. Acceptable progress in the PGA Professional Golf Management Program as defined by the Board of Directors is held in abeyance.

Service Credits. No service credits may be earned while on Active Duty, however they will continue up to the day they are eligibly employed prior to Active Duty and shall begin immediately when they become eligibly employed after Active Duty.

Members

Life Membership Credits. Life Membership credits shall be credited only for the rest of the Membership year and one (1) additional year (same as the grace period).

Professional Development Points. PDP requirements will not be required while on Active Duty and will be prorated upon return from Active Duty.

Dues shall not be charged while called to Active Duty, however, if the dues have been paid, no refund will be issued.

Life Insurance and Liability Insurance will be continued while on Active Duty. Premiums will be billed to individuals and will be collected upon return from Active Duty.

APPENDIX B: CODE OF ETHICS

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 PGA Professionals 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. Membership in the Association confers no vested right to the holder thereof but is a conditional privilege that is revocable for cause.

Section 2. Authority

The Association Board of Directors has the inherent power and duty to prescribe standards of conduct for members and associates, to determine what constitutes grounds for discipline of members and associates, to discipline members and associates for cause, and to revoke the membership and/or associate status of every member or associate whose conduct materially breaches the Code of Ethics of the Association. Additionally, those aspiring to join the Association will be governed by these same standards.

Section 3. Definitions

Wherever used in these rules the following words or terms shall have the meaning herein set forth unless the use thereof shall clearly indicate a different meaning:

- (a) Association Counsel: A licensed attorney representing the Association in any proceeding under these rules.
- (b) The Board of Directors: The Board of Directors of the Association as defined in Article VII of the Bylaws.
- (c) The Board of Control: The Board of Control of the Association as defined in Article VIII of the Bylaws.
- (d) Designated Reviewer: The designated reviewer is the Secretary of the Association that is responsible for review and other specific duties as assigned by the Board of Directors with respect to a particular code of ethics matter. If a designated reviewer recuses or is unavailable, any other board member or Section representative as designated by the Secretary of the Association may serve as designated reviewer in that matter. The designated reviewer will be selected, from time to time, by the board members from the Section of such Section Board of Inquiry (as defined below). On such reassignments responsibility for all pending cases from a particular Section Board of Inquiry from each Section shall pass to the new designated reviewer. The Section shall notify the General Counsel of changes in the designated reviewing members for a particular committee.
- (e) Complainant or Complaining Witness: Any person who has complained of the conduct of any member or associates of the Association to any Section or agency of the Association.
- (f) Diversion to Professionalism Enhancement Programs: The removal of a disciplinary matter from the disciplinary system and placement of the matter in a skills enhancement program in lieu of a disciplinary sanction.
- (g) Executive Committee: The executive committee of the Section or of the Association.
- (h) Final Adjudication: A decision by the authorized disciplinary authority issuing a final sanction for professional misconduct that is either not appealed by choice or by exhaustion of the appellate process or that is subject to appellate review.
- (i) Chief Executive Officer: The chief executive officer of the Association.

- (j) Professionalism Enhancement Programs: Programs operated either as a diversion from disciplinary action or as parts of a disciplinary sanction that are intended to provide educational opportunities to members and associates of the Association for enhancing skills and avoiding misconduct allegations.
- (k) Probable Cause: A finding by an authorized agency that there is cause to believe that a member or associate of the Association is guilty of misconduct justifying disciplinary action.
- (l) Referral to Professionalism Enhancement Programs: Placement of a member or associate in skills enhancement programs as a disciplinary sanction.
- (m) Respondent: A member or associate of the Association that is subject to these rules and who is accused of misconduct or whose conduct is under investigation.
- (n) Staff Counsel: The General Counsel of the Association or his or her designee and/or legal counsel for a Section.

Section 4. Entities

The exclusive jurisdiction of the Association over the discipline of persons admitted to the Association as members or associates shall be administered in the following manner: The following entities are hereby designated as agencies of the Association for this purpose and with the following responsibilities, jurisdiction, and powers. The Board of Directors, the Association's Board of Control, and Section Boards of Inquiry of each Section shall each have such jurisdiction and powers as are necessary to conduct the proper and speedy disposition of any investigation or cause, including, but not limited to, the power to request the attendance of witnesses and request the production of books, records, or other documentary evidence. Each member of such entities has power to administer oaths and affirmations to witnesses in any matter within the jurisdiction of the entity. In the event that an action giving rise to a Code of Ethics inquiry occurs outside of the Section boundaries from which a member or associate is affiliated, then either one or more Section Board(s) of Inquiry may submit a report to the Board of Control summarizing the conduct that occurred outside the Section boundaries. In the event that a question arises over which Section should be involved in gathering evidence, then one or more Sections may request guidance from the Association General Counsel as to the proper way to proceed in the evidence gathering process.

- (a) Board of Directors of the Association
 - (1) Responsibility of Board. The Board of Directors is assigned the responsibility of maintaining high ethical standards among the members and associates of the Association. The Board of Directors shall supervise and conduct disciplinary proceedings in accordance with the provisions of these rules.
 - (2) Authority to File a Formal Complaint. No formal complaint shall be filed by the Association in disciplinary proceedings against a member or associates of the Association unless there shall first be a finding under these rules that probable cause exists to believe that the respondent is guilty of misconduct justifying disciplinary action, or unless the respondent has been determined or adjudged to be guilty of the commission of a felony or if a member or associate has been charged with commission of a felony under applicable law that warrants the imposition of discipline as set forth herein.
 - (3) Appeals from the Board of Control. The Board of Directors has the jurisdiction to hear appeals that arise from decisions of the Board of Control. All decisions rendered by the Board of Directors for Code of Ethics appeals shall be final.
- (b) Counsel for the Association

The Association may employ staff counsel or the Sections may retain outside counsel for Association to perform such duties, as may be assigned, under the direction of Board of Directors.

(c) Code of Ethics Committee

There shall be such code of ethics committees as are herein provided, each of which shall have the authority and jurisdiction required to perform the functions hereinafter assigned to it and which shall be constituted and appointed as follows:

(1) Section Board of Inquiry. There shall be at least 1 Section Board of Inquiry for each Section of the Association. Such committees shall be designated as Section Board of Inquiry and shall be appointed by the Section President, with approval by majority vote by the Section Executive Committee. Members of Section Board of Inquiry must be members in good standing of the Association. The Section Board of Inquiry shall have jurisdiction and the power to proceed in all matters properly before them. The Section Board of Inquiry shall have the jurisdiction to investigate complaints and to submit a report of its findings to the Board of Control. In addition, The Section shall have the exclusive jurisdiction for all Section tournament violations and ethics charges arising from any Section tournament program for "Minor Penalties" as defined herein.

(A) Membership, Appointment, and Eligibility for Section Boards of Inquiry. Each Section Board of Inquiry shall be appointed by the Section President and shall consist of not fewer than 3 members. All appointees shall be Section Members with no less than five (5) years of membership in the Association.

No member of a Section Board of Inquiry or the Board of Control shall perform any committee function when that member:

- (i) is related by blood or marriage to the complainant or respondent;
- (ii) has a financial, business, property, or personal interest in the matter under consideration or with the complainant or respondent;
- (iii) has a personal interest that could be affected by the outcome of the proceedings or that could affect the outcome; or
- (iv) is prejudiced or biased toward either the complainant or the respondent.

Upon notice of the above prohibitions the affected members should recuse themselves from further proceedings. The Section Board of Inquiry chair shall have the power to disqualify any member from any proceeding in which any of the above prohibitions exist and are stated of record or in writing in the file by the chair. A qualified member of the Section may be appointed to replace the recused committee member for the applicable case at the discretion of the Section President. In the case of the Board of Control, no replacement of a recused member shall occur.

(B) Terms. The terms of the members shall be for 1 year from the date of administration of the oath of service on the Section Board of Inquiry or until such time as their successors are appointed and qualified. Continuous service of a member may continue for so long as the member is willing to serve and for so long as the President of a Section desires the service of the member (subject to meeting all qualifications to serve on the committee).

(C) Officers. There shall be a chair and vice-chair designated by the Designated Reviewer of Section Board of Inquiry.

(D) Oath. Each new member of a Section Board of Inquiry shall subscribe to an oath to fulfill the duties of the office.

- (E) Removal. Any member of a Section Board of Inquiry may be removed from office by the applicable Section President.

(d) Board of Control

The Board of Control shall be the national body with the jurisdiction to investigate and to hear initial Code of Ethics cases arising from alleged infractions of the Code of Ethics arising from acts committed in connection with a PGA of America national programs (i.e. PGA of America tournament, PGA of America Growth of the Game program and any other PGA of America national program). The Board of Control shall also render decisions for all Code of Ethics cases submitted to it for review by the Section Boards of Inquiry.

Section 5. Review of Inquiries, Complaint Processing and Initial Investigatory Procedures

- (a) Screening of Inquiries. Prior to opening a disciplinary file, Association counsel shall review the inquiry made and determine whether the alleged conduct, if proven, would constitute a violation of the Rules Regulating the Association warranting the imposition of discipline. If Association counsel determines that the facts, if proven, would not constitute a violation of the Rules warranting the imposition of discipline, Association counsel may decline to pursue the inquiry. A decision by Association counsel not to pursue an inquiry shall preclude further action and review under the Rules. The complainant and respondent shall be notified of a decision not to pursue an inquiry and shall be given the reasons therefore.
- (b) Complaint Processing and Association Counsel Investigation. If Association counsel decides to pursue an inquiry with the concurrence of the chair of the applicable Section Board of Inquiry or the chair of the Board of Control (dependent upon which Entity has jurisdiction), then a disciplinary file shall be opened and the inquiry shall be considered as a complaint, if the form requirement of subdivision (c) is met. Association counsel shall delegate the investigation of the allegations contained in the complaint to the appropriate entity representatives (either to the applicable Section Board of Inquiry or to the Board of Control). In the event that the applicable Section Board of Inquiry chair or the Board of Control chair disagree with the recommendation to proceed with the case, then the case shall proceed to the hearing phase to enable to applicable Entity to decide the merits of the case.
- (c) Form for Complaints. All complaints, except those initiated by Association, shall be in writing.
- (d) Dismissal of Disciplinary Cases. Association counsel may dismiss disciplinary cases if, after complete investigation, Association counsel determines that the facts show that the respondent did not violate the Rules and Association counsel's decision is approved by the Section Board of Inquiry chair or the Board of Control chair. In the event that either the applicable Section Board of Inquiry chair or the Board of Control chair are not in agreement with the decision to dismiss the case rendered by Association Counsel, then the hearing shall be held by the applicable Entity to decide the merits of the case. Dismissal by Association counsel, that is approved by the applicable Entity as set forth above, shall preclude further action or review under the Rules. If a disciplinary case is dismissed as set forth herein, the complainant shall be notified of the dismissal and shall be given the reasons therefore.
- (e) Diversion to Professionalism Enhancement Programs. Association counsel may recommend diversion of disciplinary cases as provided elsewhere in these rules if, after complete investigation, Association counsel determines that the facts show that the respondent's conduct did not constitute disciplinary violations more severe than Minor Misconduct. The Board of Control will be required to concur with Association counsel's recommendation.
- (f) Referral to Section Board of Inquiry. Association counsel may refer disciplinary cases to a Section Board of Inquiry for its further investigation as authorized elsewhere in these rules.

- (g) Information Concerning Closed Inquiries and Complaints Dismissed by Staff. When Association counsel does not pursue an inquiry, or dismisses a disciplinary case, such action shall be deemed a finding of no probable cause for further disciplinary proceedings.

Section 6. Notice and Knowledge of Rules

Every member and associate of the Association is within the jurisdiction and subject to the disciplinary authority of the Association and of its agencies under this rule and is charged with notice and held to know the provisions of this rule and the standards of ethical and professional conduct prescribed by the Association.

Section 7. Rules of Professional Conduct

Violation of the Rules of Professional Conduct by members or associates as adopted by the rules governing Association is a cause for discipline.

Section 8. Misconduct and Minor Misconduct

The standards of professional conduct to be observed by members and associates of the Association are not limited to the observance of rules and avoidance of prohibited acts, and the enumeration herein of certain categories of misconduct as constituting grounds for discipline shall not be deemed to be all-inclusive nor shall the failure to specify any particular act of misconduct be construed as tolerance thereof. The commission by a member or associate of any act that is unlawful or contrary to honesty and professional integrity, whether the act is committed in the course of the member's or associate's actions as a PGA Golf Professional or otherwise, whether committed within or outside the member's or associate's Section, and whether or not the act is a felony or misdemeanor, may constitute a cause for discipline.

Section 9. Criminal Misconduct

Unless modified or stayed by a State Supreme Court as provided elsewhere herein, a determination or judgment of guilt of a member or associate of the Association by a court of competent jurisdiction of any crime or offense that is a felony under the laws of such jurisdiction is cause for automatic expulsion from membership or associate status in the Association. In addition, whether the alleged misconduct constitutes a felony or misdemeanor the Association may initiate disciplinary action regardless of whether the respondent has been tried, acquitted, or convicted in a court for the alleged criminal offense; however, the Board of Control may, in its discretion, withhold prosecution of disciplinary proceedings pending the outcome of criminal proceedings against the respondent. The acquittal of the respondent in a criminal proceeding shall not necessarily be a bar to disciplinary proceedings nor shall the findings, judgment, or decree of any court in civil proceedings necessarily be binding in disciplinary proceedings.

Section 10. Discipline by Foreign or Federal Jurisdiction; Choice of Law

Disciplinary Authority. A member or associate of the Association is subject to the disciplinary authority of the Association, regardless of where the conduct occurs. A final adjudication in a disciplinary proceeding by a court that a member or associate is guilty of misconduct justifying disciplinary action shall be considered as conclusive proof of such misconduct in a disciplinary proceeding under this rule.

Section 11. Generally

A judgment entered, finding a member or associate of the Association guilty of misconduct, shall include one or more of the following disciplinary measures:

- (a) Admonishments. An order finding Minor Misconduct and adjudging an admonishment may direct the respondent to appear before the body that issued the admonishment. A memorandum of administration of an admonishment shall thereafter be made a part of the record of the proceeding.

- (b) Minor Misconduct. Minor Misconduct is the only type of misconduct for which an admonishment is an appropriate disciplinary sanction.
- (1) Criteria. In the absence of unusual circumstances misconduct shall not be regarded as minor if any of the following conditions exist:
 - (A) the misconduct involves misappropriation of the funds or property of an employer in excess of \$1,000.00;
 - (B) the misconduct resulted in or is likely to result in actual prejudice (loss of money, legal rights, or valuable property rights) to an employer or other person in the amount of \$1,000 or more;
 - (C) the respondent has been disciplined in the past 3 years from the date that the most recent misconduct occurred;
 - (D) the Major Misconduct involved is of the same nature as misconduct for which the respondent has been disciplined in the past 5 years from the date that the most recent misconduct occurred;
 - (E) the misconduct includes dishonesty, misrepresentation, deceit, embezzlement or fraud on the part of the respondent; or
 - (F) the misconduct constitutes the commission of a felony under applicable law.
 - (2) Discretion of Section Board of Inquiry/Board of Control/Board of Directors. Despite the presence of 1 or more of the criteria described in subsection (1) above, a Section Board of Inquiry may investigate a charge for Minor Misconduct or diversion to a professionalism enhancement program when unusual circumstances are present and submit a report of the facts and special circumstances involved to the Board of Control.
 - (3) Recommendation of Minor Misconduct. If the Board of Control finds the respondent guilty of Minor Misconduct or if the respondent shall admit guilt of Minor Misconduct and the Board of Control concurs, then the Board of Control shall determine a penalty. The report and finding of Minor Misconduct shall become final unless rejected by the respondent within 15 days after service of the report. If rejected by the respondent, the report shall be referred to Association counsel for a hearing on complaint of Minor Misconduct to be heard by the Board of Control. Association counsel shall prepare the case showing a finding of probable cause. A hearing will be set with the Board of Control and the respondent shall be provided written notice of the time, date, and place of the hearing and shall have the opportunity to appear in person or by tele-conference either with or without counsel. If the report of Minor Misconduct is not rejected by the respondent, notice of the finding of Minor Misconduct along with the penalty rendered by the Board of Control shall be given, in writing, to the complainant.
 - (4) Admission of Minor Misconduct. A respondent may tender a written admission of Minor Misconduct within 15 days after respondent's receipt of a report by the Section Board of Inquiry. The Section Board of Inquiry also will have submitted the same report to the Board of Control. The respondent may tender a written admission of Minor Misconduct to Association counsel or the Board of Control. An admission of Minor Misconduct may be conditioned upon acceptance by the Board of Control, but the respondent may not condition the admission of Minor Misconduct upon the method of administration of the admonishment or upon nonpayment of costs incurred in the proceedings. If a respondent's admission is accepted by the Board of Control, the respondent may not thereafter reject a report of the Board of Control recommending an admonishment for Minor Misconduct. If the admission of Minor Misconduct is rejected, such admission shall not be considered or used against the respondent in subsequent proceedings.

- (c) Minor Misconduct Charges Arising from Section Tournament Events. Each Section shall have the exclusive and final jurisdiction for all Section Tournament Disciplinary Matters for “Minor Penalties” as defined in this paragraph and shall follow the procedures set forth in the Code of Ethics Procedure Manual for all such Section tournament program disciplinary matters:
- (d) Probation. The respondent may be placed on probation for a stated period of time of not less than 1 month or more than 2 years, which shall be determined by conditions stated in the order. The judgment shall state the conditions of the probation, which may include but are not limited to the following:
 - (1) completion of a professionalism enhancement program as provided elsewhere in these rules;
 - (2) the satisfactory completion of a course of study or a paper on professional ethics approved by the Association;

Failure to observe the conditions of the probation or a finding of probable cause as to conduct of the respondent committed during the period of probation shall terminate the probation. In such event, even though such finding of probable cause shall be made after the expiration of the period of probation, the judgment shall be reconsidered by the Board of Control and an appropriate judgment shall be entered. On termination of probation for failure to observe the conditions of probation or on a finding of probable cause for misconduct committed during the period of probation, the member or associate may be punished for contempt or suspended from membership or associate status in the Association, and any such suspension shall continue until the respondent may be reinstated to membership/ associate status as provided elsewhere in these rules.

- (e) Reprimand. A reprimand shall be administered in the manner prescribed in the judgment but all such reprimands shall be reported to each Section. Due notice shall be given to the respondent of any proceeding before the Board of Control set to administer the reprimand. The respondent shall be offered the opportunity to appear either personally or via conference call before the Board of Control and such appearance shall be made a part of the record of the proceeding.
- (f) Suspension. The respondent may be suspended from membership or associate status for a definite period of time not to exceed two (2) years. During such suspension the respondent shall continue to be a member or associate of the Association but without the privilege of participating in Association and/or Section golf tournaments, and shall not have the right to exercise the rights of membership as set forth in Article VI Section 1 of the Membership Matters. Upon the expiration of the suspension period and the satisfaction of all conditions accompanying the suspension, the respondent shall become eligible to all of the privileges of members and associates in Association.
- (g) Permanent Expulsion. A judgment of permanent expulsion terminates the respondent’s status as a member or associate of the Association. Permanent expulsion shall preclude readmission. A former member or associate who has not been permanently expelled may only be admitted again upon full compliance with the rules and regulations governing admission to the Association, which shall include, but not necessarily be limited to full completion of all associate program requirements. Except as might be otherwise provided in these rules, no application for readmission may be tendered within 5 years after the date of a suspension in excess of 2 years or such longer period as the Association might determine in the suspension order and thereafter until all ordered restitution and outstanding disciplinary costs have been paid. Permanent Expulsion shall be the mandatory sanction for members or associates found guilty of:
 - (1) Conviction of theft (inclusive of but not limited to embezzlement, conversion, or any similarly named felony in the nature of theft and misappropriation of funds) from an employer, student, member or guest at a golf facility or from funds or accounts received or disbursed by a member or associate in the course of employment in an amount that exceeds \$1,000 in cash, property, or any other item(s) of value;

- (2) Conviction of any felony where the punishment of such a felony includes either/or (a) death or imprisonment in a state penitentiary or in a state correctional facility where the sentence includes imprisonment for one year or more and/or (b) payment of a fine or restitution of more than \$2,500.
- (3) Conviction of any crime of a sexual nature including, but not necessarily limited to (a) aggravated sexual assault crimes; (b) any sexual assault crimes involving the commission of any actions of a sexual nature on a minor (whether a felony or a misdemeanor)
- (4) Conviction of any crime involving physical assault that is a first-degree felony as defined in (1) above.
- (5) Conviction of any crime involving the felonious use of a firearm

In circumstances other than those set forth below where permanent expulsion would be the outcome as per the Bylaws, the Board, at the recommendation of the Board of Control, may, by a two-thirds vote, allow for permanent expulsion to be waived with the result to correspond with this Section 11(g) relative to those members or associates (or those seeking admittance into the associate program) that have not been permanently expelled.

The following transgressions shall not be considered for waiver of permanent expulsion under any circumstances:

- a. *Thefts/misappropriation/embezzlements over \$1,000 in cash or property;*
 - b. *Any infraction involving sexual assaults;*
 - c. *Any infraction of a violent nature;*
 - d. *Any infraction involving illegal use of a firearm;*
 - e. *Any infraction that results in death, personal injury, or material property damage;*
 - f. *Any infraction involving the sale or trafficking of controlled substances (or intent to sell or to distribute controlled substances).*
- (h) Restitution. In addition to any of the foregoing disciplinary sanctions and any disciplinary sanctions authorized elsewhere in these rules, the respondent may be ordered or agree to pay restitution to a complainant or other person if the disciplinary order finds that the respondent has illegally converted the property of others. In such instances the amount of restitution shall be specifically set forth in the disciplinary order or agreement and shall not exceed the amount or the equivalent value of the converted property. The disciplinary order or agreement shall also state to whom restitution shall be made and the date by which it shall be completed. Failure to comply with the order or agreement shall not preclude further proceedings under these rules.
- (i) Disciplinary Resignation. A respondent may be allowed to resign membership in Association in lieu of defending against allegations of disciplinary violations. If accepted by the Association, a disciplinary resignation terminates the respondent's status as a member or as an associate of the Association. A former member or associate whose disciplinary resignation has been accepted may only be admitted again upon full compliance with the rules and regulations governing admission to the Association. Notwithstanding the foregoing, in the event that a member or associate was convicted of a felony as set forth in section (g) above "Expulsion", then the former member or associate shall be permanently expelled and shall not be eligible for reinstatement. Disciplinary resignation is the functional equivalent of expulsion in that both sanctions terminate the membership or associate status in the Association and would require readmission to membership or associate status to the Association as otherwise provided in these rules, no application for admission may be tendered within 5 years after the date of the order of the Association that accepted the disciplinary resignation or such additional time as the respondent may have stated in the petition for disciplinary resignation. A petition that states that disciplinary resignation is without leave to apply for readmission shall preclude readmission to the Association.

Section 12. Suspensions

- (a) Any Member or Associate who is in suspended status for more than two (2) years shall be considered to be expelled and shall again be eligible for membership or registration in the PGA Professional Golf Management Program only by being re-elected or re-registered.
- (b) Any Member or Associate who is more than two (2) months delinquent on a PGA Credit Union loan shall be automatically suspended, unless excused with cause by the Board of Control or unless arrangements have been made with the Credit Union.

Rights of Suspended Professionals:

Suspended individuals shall lose all rights of membership and the privilege to play in National or Sectional golf tournaments in accordance with tournament administration procedures established by PGA of America and the Sections. 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. Commencing January 1, 1994, time in suspended status shall not count towards Life Member status.

Associates working for Suspended Professionals: See Article III, Section 4(a) of the Membership Matters.



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