

# UNITED STATES BLIND GOLF ASSOCIATION

## BY-LAWS

A Florida Not-for-Profit Corporation Since 1953

### ARTICLE I: GENERAL:

1.0 **NAME:** The name of the Association shall be the United States Blind Golf Association Inc. (as amended in 1999), a Florida nonprofit Corporation, incorporated March 31, 1993. It shall also be known as the "USBGA." It is also referred to in these by-laws as the "Association." The United States Blind Golf Association was founded and then chartered in Philadelphia, Pennsylvania, 1953.

1.1 **PURPOSE:** The purpose of the Association is to promote the game of golf for the blind and visually impaired and promulgate the objectives set forth in the original charter. No part of the Association's net earnings shall inure to the benefit of any member.

1.2 **OFFICE:** The office of the USBGA shall be decided by the Board.

1.3 **FISCAL YEAR:** The fiscal year of the Association shall be the calendar year.

#### 1.4 **OFFICIAL LOGO:**

1.4.1 **ASSOCIATION LOGO:** The official logo emblem for the USBGA is the silhouette of a coach kneeling to line up the golf club of a blind golfer. This is the original USBGA player-coach silhouette logo but with two colors added. The player is a red color in a putting stance and the coach is crouching behind the golf ball in a color of blue. Below the player-coach figures is the date 1953 in blue. The player-coach figures and date are both surrounded in oval shaped rings of multi-colors. The first ring is very thin and gold. The next ring is thick and blue. In the dark blue are the words United States Blind Golf Association in all capital white letters. The words begin at about 7 o'clock and end at 5 o'clock. At the 6 o'clock position is the abbreviation USBGA in larger capital white letters with one small red dot on each side. The next ring is another thin gold line. The outer ring is a thin red line that is a little thicker than the gold. The logo may be amended for specific purposes, without losing its integrity, with approval by the Board.

1.4.2 **USBGA GOLF BALL LOGO:** The Golf Ball logo emblem for the USBGA is a white golf ball, with sunglasses, sitting on a red tee. It is on a blue background with gold outlining. The reflection of a golf flag can be seen in the sunglasses. The words "United States Blind Golf Association" surround the outside of the emblem. The logo may be amended for specific purposes, without losing its integrity, with approval of the Board.

1.4.3 **ASSOCIATION MOTTO:** The official motto of the USBGA is: "You don't have to see it to tee it."

## **ARTICLE II: PROPERTY AND DOCUMENTS:**

**2.0 FACILITIES:** The property of the USBGA consists of the office equipment purchased by the USBGA for the benefit of the members and to conduct its functions. For the purpose of these By-Laws, the facilities shall include equipment that may be leased or rented for the benefit of the members or to augment the property of the Association.

**2.1 RESPONSIBILITY FOR NON-ASSOCIATION PROPERTY:** The USBGA will not, under any circumstances, be responsible for property of members, guests or other persons brought to any USBGA sanctioned golf tournament for any purpose whatsoever.

**2.2 REMOVAL OF ASSOCIATION PROPERTY:** Property of the USBGA shall not be loaned or removed from the premises of the elected officers or be put to other use than that for which it was intended, except when expressly permitted by the Board.

**2.3 PROPERTY RIGHTS:** No Member or any other person shall have or acquire any rights in the property of the USBGA.

**2.4 DOCUMENTS:** All official documents of the organization shall remain the property of the United States Blind Golf Association and shall be treated the same as other properties mentioned in the preceding paragraphs of this article.

**2.4.1 DOCUMENTS INCLUDED:** This shall include, but not be limited to, minutes of all Board meetings, minutes of the Annual General Membership meeting, any special called meetings of the Board, any appointed committees of the organization, and other documents that may have to do with official business of the United States Blind Golf Association.

## **ARTICLE III: GOVERNMENT AND GENERAL MANAGEMENT:**

**3.0 BOARD OF DIRECTORS:** The government and general management of the USBGA shall be vested in the Board of Directors (the "Board") consisting of seven (7) Members, six (6) elected Primary Members, and the seventh being a Sighted Member of the Board. Two (2) Members will be elected from the B1 Sight Classification, two (2) Members from the B2 Sight Classification and two (2) Members from the B3 Sight Classification. These terms are for a 3-year period. Should no Member be nominated for a Board position within a designated Sight Classification, the Board position will be "open" to the remaining Sight Classifications. The 7<sup>th</sup> Member of the Board will be elected by the Membership every three (3) years. (Ref 4.2.2)

The President, with the Board approval, may appoint annually the past President or a former Board Member to fill a non-voting, advisory seat on the Board. All members of the Board shall be full members in good standing. The Board of Directors shall meet each month or at the call of the President or a request from three (3) Board members. Reasonable notice shall be given of any change to this schedule. The Board shall be accountable to the Voting Membership of the Association.

3.0.1 **POWERS:** The Board shall have full power and authority to do any and all things that it deems to be proper and in the best interest of the Association, excepting only those powers that are specifically reserved to the Membership in these By-Laws. The Board shall have general supervision over all committees. The Board may adopt such policies and rules for the conduct of their meetings and the general management of the Association as they deem proper.

3.0.2 **MEETINGS:** The Board shall meet each month via electronic means and at the Annual General Membership meeting (AGM) during the National Championship Tournament. Any Member who wishes to bring forth an issue during the regular monthly meetings shall notify the President/Board seven (7) days prior to the monthly meeting. The Member will be placed on the agenda and become the first order of business. A Member who has an issue they want brought forth at the AGM shall notify the President/Board fifteen (15) days prior to the AGM. Minutes of all Board Meetings shall be distributed to Members in good standing once approved by the Board. Matters involving disciplinary issues will not be distributed to the Members.

3.0.3 **NO REMUNERATION:** No elected Officer or Board Member shall receive any remuneration for his or her official services, but may be reimbursed for reasonable expenses incurred, if approved by the Board. Violation of the provisions of this section (7.0.3) shall be cause for removal of the offending Officer or Board Member under the provisions of Section 7.1 of this Article.

3.0.4 **CONFLICT OF INTEREST:** No Member shall conduct or transact business with or for the Association without full disclosure and 100% approval by the Board of Directors.

3.0.5 **ELECTRONIC BOARD MEETINGS:** The Board authorizes its meetings to be held through electronic means as set forth in this policy. Such electronic means may include communications by telephone, telecommunications, computer, or similar methods of remote communication. Unless specifically stated by this policy, the other policies governing Board meetings (relating to notice and other matters) also apply to Board meetings held through electronic means.

**A. Definitions:**

1. **Primary Location:** A designated physical location from which the electronic meeting originates or to which participants are connected.

2. **Electronic Notice:** electronic mail (e-mail) or fax.

**B. Electronic Meeting Request:**

1. The Board meets monthly electronically, and any other "Special" meetings are addressed in paragraphs 4.1 (Special Membership Meetings) and 3.0 (Board of Directors).

**C. Meeting Location:**

1. The Primary location for the electronic meeting shall be in a facility that can provide proper connections to communications networks with appropriate security.

2. Notice of the monthly Board Meetings are posted in the previously approved monthly meeting minutes distributed to Membership or by email.

3. The Board is responsible for the security of the network through which the electronic meeting is conducted. This includes, but is not limited to, securing proper electronic credentials of those signed on to the network for the purposes of participating in the meeting.

**3.0.6 BOARD DIRECTIVES:** The Annual General Membership meeting (AGM) of the members invests in the Board of Directors the authority to make decisions not in conflict with the By-Laws to overcome problems that were not envisaged at the time of the AGM. Such decisions shall be called Board Directives. Any such Directive must advance the ability of the USBGA to extend the sport of golf in a positive manner and must be communicated to all Members at the time of issuance and approved at the next AGM meeting or Special Member Meeting.

**3.1 REMOVAL OF OFFICERS AND BOARD MEMBERS:** Officers and Board Members may be removed for cause by an affirmative vote of five (5) Members of the Board or by an affirmative vote of two-thirds (66%) of Voting Members, either in person or by absentee ballot, at any Annual or Special meeting.

**3.2 RULES AND QUORUM:** The Board may adopt such rules and regulations for the conduct of their meetings and the general management of the Association as they deem proper. A quorum for the conduct of any business by the Board is five (5) Board Members and one (1) of which must be an officer. The approval of any Association business shall require the affirmative vote of at least four (4) Board Members unless otherwise provided by these By-Laws. The Board may authorize committees as may be helpful in the transaction of activities.

### **3.3 OFFICERS:**

**3.3.1 PRESIDENT:** The President shall preside over all meetings of the Association, and of the Board of Directors. The President or the Vice President shall sign all obligations, contracts, promissory notes, and other instruments as approved by the Board unless otherwise provided by these By-Laws. The President shall, with the approval of the Board, appoint a Chair for any Standing Committees and for other committees as deemed necessary and authorized by the Board.

**3.3.2 VICE PRESIDENT:** The Vice President shall perform the duties of the President when the President is absent or unable to perform such duties. The Vice President shall perform such other duties as may, from time to time, be assigned by the President or the Board. The Vice President or the President shall sign all obligations, contracts, promissory notes, and other instruments as approved by the Board unless otherwise provided by these By-Laws.

**3.3.3 OFFICES OF PRESIDENT AND VICE PRESIDENT:** The Offices of President and Vice President shall be determined by the Board of Directors. The Board shall elect two current Board Members to be President or Vice President. In the event that the President is a B1 then the Vice President must be a Vision Impaired (either B2 or B3) Member. In the event that the President is a Vision Impaired (either B2 or B3) Member then the Vice President must be a B1.

**3.3.4 SECRETARY:** It shall be the duty of the Secretary to keep a record of the proceedings of all meetings of the Association, Board of Directors, and Executive Committee, and to discharge such other duties as may be entrusted by the Board. The Secretary shall attend each AGM and present a full report on matters relating to the affairs of the Association, including a summary of all actions taken during the year by the Board and Executive Committee. In general, the Secretary shall perform the duties incident to this office. The Office of Secretary is appointed by the President with approval by the Board. The Secretary has no vote in the conduct of business of the Association, the Board or the Executive Committee.

**3.3.5 TREASURER:** The Treasurer shall cause to be collected, held, controlled and disbursed, subject to policies approved by the Board, all monies of the Association and it shall be the Treasurer's duty to collect monies due the Association from such issuance, as well as dues and contributions from Members. The Treasurer shall keep full and accurate accounts of all monies received and shall deposit the same in the name and to the credit of the Association in such depositories as may be designated by the Board. He/she shall have the authority to receive and to give receipt for all monies due and payable to the Association from any source whatsoever, and to endorse all checks, draft, notes, warrants and orders and to pay all obligations of the Association as approved by the President. He/she shall present at each AGM meeting of the Association a written report of the money affairs of the Association. In general, he/she shall perform the duties incident to this office. The Treasurer shall have such other duties as are prescribed by the Board. The Treasurer may, at the discretion of the Board, be required to be bonded at the expense of the Association. The Office of Treasurer is appointed by the President with approval by the Board. The Treasurer has no vote in the conduct of business of the Association, the Board or the Executive Committee.

**3.3.6 OFFICES OF SECRETARY & TREASURER:** The Offices of Secretary or Treasurer may be held by a Member of the Board as long as they are not currently the President or Vice President. No Board Member may hold both the offices of Treasurer and Secretary other than on a temporary basis until a qualified candidate can be secured. A non-Board Member or non-member may hold both the offices of Treasurer and Secretary at the same time.

**3.4 VACANCIES:** In the case of a vacancy of a Board position, the President shall fill such a vacancy by appointment with Board approval. Such appointment shall be for that period of time remaining until the next AGM meeting of the Association, at which time that appointed position shall be filled by election for the remaining term of the previously vacated position.

**3.5 BOND:** The Board may require that any one or more Officers or Board Members be bonded in amounts determined by the Board. The cost thereof shall be paid by the Association.

**3.6 LEAVE OF ABSENCE:** Any Member of the Board of Directors may ask for a leave of absence from his/her Board responsibilities for a period of time due to medical or family reasons only. If the leave is going to be for an extended period of time, a year or longer, the Board may ask the Member on leave to resign without bias restrictions. This Board vacancy will be filled as in 3.4 of these By-Laws.

## **ARTICLE IV: MEMBERSHIP MEETINGS:**

**4.0 ANNUAL GENERAL MEMBERSHIP (AGM) MEETING:** The annual meeting of this Association shall be held at some time during the National Championship Tournament, for Voting Members in good standing, at a time and place designated. Reasonable notice shall be given to the membership of said meeting. Fifty percent (50%) of the Voting Membership attending the National Tournament, including Absentee Ballots, shall constitute a quorum at the AGM meeting. Each Voting Member shall have voting rights, one vote per Member, as defined in their membership classification set forth in these By-Laws. If a quorum is present, the affirmative vote of the majority (51%) of those Members present, or represented by Absentee Ballots, at the meeting and entitled to vote on the subject matter shall be an act of the Association, except as otherwise provided by law, by the Articles of Incorporation, or the By-Laws of the United States Blind Golf Association. Support Members or Associate Player Members (APM) shall not be entitled to vote.

**4.1 SPECIAL MEMBERSHIP MEETINGS:** The Board may call Special Meetings of the Association Membership, giving Members reasonable notice of the time and place. The notice shall specify the purpose of the meeting and no other matters shall be addressed. Additionally, upon receiving a written request or electronic (email) from at least one-half (50%) of the Voting Members, the Board shall call a Special Meeting of the USBGA Membership.

### **4.2 ELECTIONS:**

**4.2.1 BOARD MEMBERS:** At each Annual General Membership (AGM) meeting, there shall be elected two (2) Board Members. Should there be no qualified member nominated for a Board position from within the designated Sight Classification, the Board position will be “open” to the remaining Sight Classifications. A Board Member candidate must receive a majority vote of all Members present or by Absentee Ballot in order to win a position and will serve for a three (3) year term. Any Board vacancies for which an un-expired term exists shall be filled by election at the next AGM meeting and can be filled in the interim by a Presidential appointment with the majority approval of the Board.

**4.2.2 SIGHTED BOARD POSITION:** The seventh board position shall be held by a sighted person and this individual will be the one and only sighted member of the Board of Directors of the USBGA able to vote on Board matters only. This Sighted Board Member may be, but is not required to be, a Support Member of the Association. The Board’s preference would be to find a coach, either existing or previous, or a dedicated volunteer that understands the USBGA and its Membership. This board position will be for a three (3) year term voted on by the Membership at the appropriate AGM.

**4.2.3 PRESIDENT and VICE PRESIDENT:** The President must be a sitting Board Member and will be elected by a majority vote of the Board of Directors. The President will serve for a one (1) year term. The Vice President must be a sitting Board Member and will be elected by a majority vote of the Board of Directors. The Vice President will serve for a one (1) year term concurrent with the President. A Board Member can be reelected annually to the offices of President or Vice President by the Board. In the event that the President is a B1 then the Vice President must be a Vision Impaired (either B2 or B3) Member. In the event that the President is a Vision Impaired (either B2 or B3) Member then the Vice President must be a B1. If the unexpired term of the Vice President is vacated, the position shall be filled

through a Board election. If the unexpired term of the President is vacated, the position will be filled by the Vice President. A new Vice President will be elected by the Board per Article 3.4 of these By-Laws. The President and Vice President shall take office immediately following the election by the Board.

**4.2.4 SECRETARY AND TREASURER:** The duly elected President shall recommend to the Board a Secretary and a Treasurer or a Secretary-Treasurer to serve for a one (1) year term and who may or may not be a member of the Association. A vote by the Board will be taken to confirm or deny the recommendation. In case of a vacancy in either position, another individual shall be recommended by the President with approval by the Board to serve the remainder of the term until the next AGM meeting.

**4.3 ABSENTEE BALLOTS:** At every Annual General Membership (AGM) meeting of the United States Blind Golf Association (USBGA), any Full Member of the Association has the right to vote and shall be entitled to one vote in person or by Absentee Ballot. Only those Full Members in good standing that have played in a Nationals, US Open or 2 Regional tournaments and attended an Annual General Membership meeting (AGM) either in person or electronically are eligible to submit an Absentee Ballot or vote in person. A Full Member is a Member in Good Standing who is current in their due's obligations. The Board shall elect a two (2) person Election/Voting (E/V) Committee: one Member must be a current Board Member. The President will serve as a Backup Member. Signed Absentee Ballots may be returned in one of two ways: 1. Sent by USPS mail to each E/V Committee Member and the President or 2. Scanned and emailed to each E/V Committee Member and the President. Only standard Absentee Ballot forms, generated by the E/V Committee, may be used and can be requested from the E/V Committee Chair. Signed Absentee Ballot forms must be received by the E/V Committee no later than three (3) days prior to the AGM meeting or any scheduled election. If both E/V Committee Members are running for an elected position, then the President shall conduct the election process at the current AGM meeting. The President shall assign the Secretary and/or Treasurer to assist them in the process. If the President is running for an elected office then the E/V Committee shall assign the Secretary and/or Treasurer to assist.

**4.4 CONDUCT OF MEETINGS:** The conduct of all Membership and Board meetings shall be governed by Roberts Rules of Order concerning respectful conduct towards attendees except as they may conflict with these By-Laws, in which case these By-Laws shall prevail.

## **ARTICLE V: NOTICES AND CONSENTS:**

**5.0 NOTICES:** Reasonable notice of every meeting of the USBGA Membership, or the Board, stating the place, day, and hour of the meeting, and if a special meeting the purposes thereof, shall be given to each Voting Member, Officer, or Board Member, as applicable.

**5.1 CONSENT IN LIEU OF MEETING:** Any action that may be taken at a meeting of the Board may be taken without a meeting by a telephonic conference, written, e-mailed, or telephonic facsimile. E-mailed correspondence is understood to be a signed document by the sender. Written or telephonic facsimile require the action be signed by a majority of all Directors and be delivered to the President for inclusion in the minutes for filing with the corporate records reflecting the action taken. Such consents shall have the same effect as a vote at a meeting of the Board and may be described as such in any document.

## **ARTICLE VI: AMENDMENTS:**

6.0 **BY-LAWS:** The By-Laws may be amended, altered, repealed or suspended in any way, not conflicting with this Association's Charter, only by the Membership of the USBGA at any regular, special meeting of the Membership or by an Electronic Vote of the Membership. Written notice, outlining the proposed changes, shall be mailed and emailed to each Member, at the address on record with the USBGA, no later than thirty (30) days prior to the regular or special meeting at which the vote is taken. A two-thirds (66%) majority vote of the Members casting their eligible vote, either in person or by Absentee Ballot, shall be required to make changes herein. All such By-Law changes, proposed by a Member, shall be submitted to the President no later than ninety (90) days prior to the next regular or special meeting. The Board will study the proposed amendment and recommend passage or disapproval to the General Membership.

6.1 **POLICIES AND PROCEDURES:** Any change to the Policies and Procedures document must be approved by a vote of five (5) Members of the Board of Directors. The Membership may also, at the AGM or a special meeting, make a change to the Policies and Procedures document with a two-thirds (66%) majority vote of the Members casting their eligible vote, either in person, by Absentee Ballot or by Electronic Voting.

## **ARTICLE VII: MISCELLANEOUS:**

7.0 **GENDER AND NUMBER:** All pronouns in these By-Laws shall be deemed to refer to masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.

7.1 **CAPTIONS:** Captions and headings contained in these By-Laws are as a matter of convenience. In no way should they be construed to define, limit or extend their scope, intent or any provision hereof.

## **ARTICLE VIII: INTERPRETATION:**

8.0 The interpretation of these By-Laws shall rest with the Board unless and until superseded by a 51% majority vote of Voting Members at a regular Annual General Membership (AGM) meeting.

## **ARTICLE IX: DISSOLUTION:**

9.0 **DISSOLUTION:** The dissolution of the United States Blind Golf Association shall require the affirmative vote of sixty-six (66 %) percent of the Voting Members.

9.1 **PROCEDURE AND RIGHTS:** Upon dissolution of the United States Blind Golf Association, for any reason, the Board shall cause the USBGA Treasurer to make a full and proper accounting of the assets and liabilities of the Association, as of and including the last day of the month in which the dissolution occurs, and shall apply and distribute the proceeds there from as follows and in the following order or priority:



9.1.1 **LIABILITIES:** All liabilities and obligations of the Association shall be paid and discharged.

9.1.2 **ASSETS:** Assets held by the USBGA upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

9.1.3 **DISTRIBUTION:** The remaining assets, if any, shall be distributed to another non-profit organization with the same or similar objectives, i.e., to benefit blind golfers. The Board of Directors shall determine and approve the non-profit organization to which distribution shall be made.

9.1.4 **RIGHTS:** Members shall have no rights whatsoever to the assets of the United States Blind Golf Association. With Member's approval of dissolution, Members shall have no recourse against the USBGA, the Officers, or the Board.

Effective Date: January 16, 2014 after the 2013 By-Law Change Ballots had been counted by the Election/Voting Committee

Effective Date: January 1, 2021 after the 2020 By-Law Change Ballots had been counted by the Election/Voting Committee

Effective Date: June 25, 2022 after the 2022 By-Law Change Ballots had been counted by the Election/Voting Committee

Effective Date: October 25, 2022 after the 2022 By-Law Change Ballots had been counted by the Election/Voting Committee