**SOUTHERN NEVADA GOLF ASSOCIATION BYLAWS**

**ARTICLE I**

**NAME**

The name of this Association shall be Southern Nevada Golf Association (the “Association”)

**ARTICLE II**

**OBJECTIVES**

The Association is a non-profit corporation whose purpose is to better the community by promoting the best interests and true spirit of the game throughout the State of Nevada. Its goals are:

1. To promote a voluntary association of golf clubs and course facilities solely for the betterment of golf, and to encourage good relations among members of the Association;

2. To advance uniform rules and standards consistent with those published by the United States Golf Association, especially with regard to the Handicap system, Amateur Status, and the Rules of Golf;

3. To establish and maintain a uniform Handicap and Course Rating System consistent with USGA recommended procedures.

4. To conduct State Championships and USGA Qualifiers in cooperation with the Northern Nevada Golf Association and any other Nevada State Golf Association requirements.

5. To engage in and promote such other activities deemed to be in the best interest of golf, golf facilities, and the golfers of Southern Nevada;

**ARTICLE III**

**MEMBERSHIP**

**Section 1. Location of Regular Member Clubs** - Any regularly organized golf club situated in Southern Nevada (or outside Southern Nevada if it may be properly served by this Association) shall be eligible for membership in this Association.

**Section 2. Membership** - Membership in the Association is open to entities in Southern Nevada as determined by the Executive Board of the Southern Nevada Golf Association, defined as follows:

(a) Regular Club Membership

1. Any organized golf club that operates its own facility (USGA Type 1 Designation); and

2. Any organized golf club that is formed for social reasons (USGA Type 2 Designation)

(b) Associate Club Membership

1. Any organized golf club that is formed for handicapping purposes (USGA Type 3 Designation)

(c) Individual Memberships

1. Each individual member of each Regular and Associate Member Club shall be an individual member of this Association. Only individual members of this Association shall be permitted to participate in tournaments and other events sponsored or sanctioned by this Association except for USGA Qualifiers.

(d) Membership in Nevada State Golf Association

1. Each Regular and Associate Member Club of this Association shall automatically be a Regular and Associate Member Club of the Nevada State Golf Association, and each individual member of this Association shall automatically be an individual member of the Nevada State Golf Association.

**Section 3. Procedures for Membership**

1. Applications. All applications for Regular or Associate Club memberships shall be made in writing to the Executive Director of the Association in such form accompanied by a copy of the Bylaws of the applicant, together with such evidence of control of its members as may be required to insure conformance with all rules, regulations, handicap procedures, and other requirements the Executive Board deems necessary. The Executive Board may review and revise membership application policies at its discretion. Any member club shall be notified of any changes in rights or obligations as soon as it is practical to do so.

(b) Election. Any eligible applicant may be admitted to membership by a majority vote of those on the Executive Board present at the meeting.

**Section 4. Obligation of Membership**

(a) By applying for membership, each member club agrees to abide by the Articles of Incorporation, By-Laws, and Rules of the Association and to accept and enforce the decisions of the Executive Board, and of its Committees acting within their jurisdiction, and of the Southern Nevada Golf Association and the Nevada State Golf Association.

**Section 5. Suspension and Expulsion**

(a) Failure to abide by the Bylaws, rules, and regulations of this Association, or by the decision of the Executive Board, shall subject membership to a suspension or expulsion by a two-thirds vote of the Executive Board of this Association

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(b) An individual member may have privileges removed or limited as provided by published Association policies. Removal of membership privileges shall entitle such member to an appeal to the Executive Board.

(c) A member club may be deprived of membership privileges upon written notice by the Executive Director. The charges made against the club will be sent by certified U.S. Mail thirty days prior to action by the Executive Board. An opportunity to be heard by the Executive Board in defense against such charges shall be afforded the member club if requested within thirty days of the mailing date of the charges.

**Section 6. Dues**

**(a) Determination of Amount and Date of Payment -** The Executive Board may fix the amount and payment date of handicap/membership dues. The dues shall include the membership dues of the Nevada State Golf Association, as fixed from time to time by its Board of Directors. Any member club delinquent in payment of such dues may be denied representation at any meeting, all services, and the right to have its individual members participate in events sponsored by the Association or by the Nevada State Golf Association.

**(b) Delinquencies -** Any Club that is delinquent in the payment of dues may, at the option of the Executive Board, be declared ineligible for reinstatement unless and until a sum determined by the Executive Board, in addition to the regular dues be paid.

**(c) Accrual Until Termination -** Membership of Member Clubs shall be continued until termination by written resignation or expulsion, and Member Clubs shall be liable for all dues accruing to the date of resignation or expulsion.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**Section 1. Composition -** Board of Directors shall consist of representatives (“Directors”) from:

1. Type 1 Clubs
2. Type 2 Clubs
3. Type 3 Clubs
4. PGA Representative
5. Junior Golf Representative
6. WSNGA Representative
7. USGA Representative
8. MGAN Representative
9. Any other group the Executive Board deems supportive to the Association

Type 1, 2, and 3 (a, b, c) Club Directors must be appointed or elected from the Member Club in which they are an “active member” and in good standing. Being an “active member” entails having their handicap provided by the club they are representing. All other representatives (d, e, f, g, h, i) must be appointed or elected from the body that they represent, subject to the Executive Board having the right to approve or disapprove, by majority vote, each representative appointed or elected from the body they represent. (As amended at an Executive Board meeting duly called on 10-17-11 by vote of 8 Ayes and one abstention.)

**Section 2. Powers -** The function of the Board of Directors is to provide support for and comment on the long term direction of the Association. Directors shall be the primary source for committee posts and represent their member clubs at the Spring and Fall meetings.

**Section 3. Qualification -** Directors serve at the discretion of the Executive Board, and must either be active in service on an Association committee or attend both the Spring and Fall Meeting each year, otherwise, they become ineligible to serve for a period of two years, unless excused for good reason by a vote of the Executive Committee. No person shall be eligible as a Director who is not a member in good standing within the Association.

1. Only one individual from a member club may be appointed to the Board of Directors at one time. A candidate having multiple club memberships shall have one designated as the primary membership for purposes of this Section.
2. Each member club will also select an alternate representative to fulfill the duties of the Director in his/her absence.
3. If a member club is replacing a Director, a written notice must be submitted to the Executive Director in order for the replacement to be in effect.

**Section 4. Terms –**Directors will serve a term of two years, with no limit on the number of terms a Director may serve.

**Section 5. Removal -** Any Director may be removed from the Board of Directors when such action is considered to be in the best interest of the Association. The removal of the Director may be approved only at a meeting duly noticed ten days in advance, upon motion by the Executive Board and upon the affirmative vote of two thirds of the Executive Board present (a quorum consisting of 50% or more of the Executive Board members must be in attendance).

**Section 6. Meetings –** The Spring and Fall meeting of the Association shall be held at times and places designated by the President.

1. The Spring meeting shall include the development of committees and appointments of committee members.
2. The Fall meeting shall include the election of individuals to the Executive Board from the slate of nominees approved and submitted by the President’s Nominating Committee.

The current edition of “Roberts Rules of Order Newly Revised” shall be the final authority as to parliamentary procedure at all meetings of the Association insofar as they do not conflict with any provisions of these Bylaws.

**Section 7. Vacancies –** In case of a Director’s death, resignation, or removal by the Executive Board, the position shall be filled by that delegate’s respective entity as soon as practical.

**ARTICLE V**

**EXECUTIVE BOARD**

**Section 1. Composition -** The Executive Board will be composed of 13 members, including the 4 Executive Committee members, duly elected or appointed by the Board of Directors, with appointments including three members who will individually represent the PGA, WSNGA and Junior Golf (as currently represented by the First Tee of Southern Nevada). In addition to the 4 Executive Committee members and the PGA, WSNGA and Junior Golf Executive Board Members, six (6) “at-large” Executive Board members will be elected and comprise the “voting” Executive Board members. Three additional members from the Council of Past Officers will complete the Executive Board, but shall have no voting rights at Executive Board meetings.

**Section 2. Powers** - The Executive Board shall exercise all powers of this Association permitted by law, including, but not by way of limitation, the power to:

(a) Provide support for and comment on the long-term direction of the Association.

(b) Appoint, and in its discretion, remove the Executive Director, Assistant Executive Director, and such agents and employees as it deems necessary or appropriate.

(c) Delegate its authority (except the authority to adopt, amend, or repeal Bylaws, or to elect, suspend, or expel Member Clubs) to an executive or other committee, or any officer, agent, or employee, upon such terms, and conditions as are approved by a majority of the entire Executive Board.

(d) Be a source for committee positions.

(e) Accept or reject in its discretion any application for membership.

(f) Exercise the authority to overrule any committee decision.

(g) Accept or reject the Annual Budget.

(h) Seek an appropriate candidate for the Executive Committee outside of the Board of Directors if necessary.

**Section 3. Nominations –** The President of the Association shall at least sixty days prior to the Fall meeting appoint two current Executive Board members to co-chair the Executive Board’s Nominating Committee for the Fall meeting elections process, who then shall, within ten days, select one additional current Director to complete the nominating committee. No one shall be eligible for election to the Executive Board at the Fall Meeting unless nominated as provided by this Article.

Nominations for candidates to the Executive Board must be submitted to the Nominating Committee by a Director no later than forty five days prior to the Fall Meeting.

**Section 4. Elections**

1. The Nominating Committee shall submit to the Executive Committee (including the Executive Director) a report containing the nominated slate of possible Executive Board members with a final ballot adjusted to remove any non-qualified nominees per the pertinent bylaw qualification criteria no later than thirty days prior to the Association Fall Meeting.
2. The Executive Director shall distribute to all Directors the final ballot no later than fifteen days prior to the Fall meeting.
3. Additional nominees for the Executive Board shall not be allowed at the Fall meeting. The Board of Directors at the Fall meeting will then elect the Executive Board by a vote on the ballot of nominees presented. Directors must be present to cast a ballot; proxy votes will not be allowed. Any and all elected members will start their term January 1st of the following year.

**Section 5. Qualifications -** Executive Board Members must attend at least 50% of the Association meetings each year, otherwise they become ineligible to serve for the remainder of their terms. No person shall be eligible for election as an Executive Board Member who is not a member in good standing with the Association.

**Section 6. Terms -** Executive Board members shall be elected to serve a two (2) year term, with no limit on the number of terms an Executive Board member may be elected to serve.

**Section 7. Removal -** Any Executive Board Member may be removed from the Executive Board when such action is considered to be in the best interest of the Association. The removal of the Executive Board Member may be approved only at a meeting duly noticed thirty days in advance, upon motion by any other Executive Board Member, and upon the affirmative vote of two thirds of the Executive Board Members present (a quorum consisting of 50% or more of the Executive Board must be in attendance), exclusive of the Executive Board Member whose removal is being considered.

**Section 8. Meetings –** The Executive Board of the Association shall hold meetings at such times and places as the President shall reasonably designate, to consider and act upon any business which is pertinent to the affairs of the Association. The Executive Board shall meet no less than four times per calendar year. Executive Board meetings shall require a quorum of seven (7) Executive Board members and any vote must have the majority of the Executive Board Members in attendance, unless the Articles of Incorporation, Bylaws, or applicable laws require greater than a majority. Any number of Executive Board Members may adjourn and reschedule the meeting to a fixed date in the absence of a quorum. The current edition of “Roberts Rules of Order Newly Revised” shall be the final authority as to parliamentary procedure at all meetings of the Association insofar as they do not conflict with any provisions of these Bylaws.

**Section 9. Vacancies –** In case of an Executive Board member’s death, resignation, or removal by the Executive Board, the Council of Past Officers shall appoint an Executive Board Member to serve out the term of the absent member.

**ARTICLE VI  
EXECUTIVE COMMITTEE**

**Section 1. Composition -** Four officers shall comprise the Executive Committee as follows: President, Vice President, Secretary and Treasurer elected by the Executive Board. Duties of the Executive Committee are as follows:

1. **The President** shall preside as ex officio chairman at all meetings of the Board of Directors, Executive Board, and Executive Committee and shall be a member of all committees. The President has the power to call special meetings. The meeting notice shall state in a general way the business to be considered at the meeting. Meetings shall be noticed by written or electronic means of not less than 14 days. Special meetings may be called with not less than twenty-four hours notice. The President has the power to appoint committees and prescribe their function toward furthering the objectives of the Association, to affix the signature of the Association to any papers and instruments in writing, to supervise and control, subject at all times to the direction of the Executive Board, all officers, agents, and employees of the Association and the affairs thereof, and to appoint temporary executive committee officers in the event of a vacancy.
2. **The Vice President** shall perform duties as prescribed by the President and the duties of the President upon the death, absence, or disability of the President.
3. **The Secretary** shall keep a record of all proceedings of the Board of Directors, Executive Board, and all Executive Committee meetings and discussions including any actions taken within thirty days following such meetings. The Secretary shall serve all notices either required by law or by the Articles of Incorporation or Bylaws of this Association. The Secretary or his/her designee shall certify the results of all votes taken. Proxy votes shall not be permitted at any meeting of the membership.
4. **The Treasurer** shall be responsible for the funds of the Association, and shall keep at all times accurate records and accounts of all financial affairs and provide reports to the Executive Committee and Executive Board on the status of the Association on a quarterly basis.

TheExecutive Committee shall conduct routine business between meetings of the Executive Board, reporting such actions to the Executive Board at its next meeting. All books, records, money and other things in an Officer’s possession or control belonging to the Association, shall be returned at completion of term or termination.

**Section 2. Powers –** The Executive Committee, which shall be the governing body of the Association, shall manage the affairs of the Association. The Executive Committee, in addition to the powers, authority and duties that may be granted or imposed by the Articles of Incorporation of the Association for the Executive Committee or elsewhere in these By-Laws, shall have all of the powers, authority and duties prescribed or imposed by the Nevada non-profit corporation law for corporations organized under such law.

The activities of the Executive Committee shall be governed by standard operating policies, changed from time to time by the Executive Board.

A summary of the business of the Executive Committee directly affecting membership privileges or obligations shall be furnished to all Executive Board Members within thirty days of any such action.

**Section 3. Nominations –** Nominations for candidates to the Executive Committee shall be submitted to the nominating committee by the current Executive Board Members no later than forty five days prior to the Fall Meeting. The nominating committee for the Executive Committee will be comprised of three Executive Board members who are not currently on the Executive Committee and they themselves will not be candidates for election to the Executive Committee. The three Executive Board members comprising the nominating committee will be appointed by the Executive Director with the advice and consent of the President.

**Section 4. Elections -** The Executive Board will elect the Executive Committee from members of the Executive Board. (No Change - Bylaws change approved at a duly called Executive Board meeting 7-12-12)

1. The Nominating Committee shall submit to the then serving Executive Committee (including the Executive Director) a report containing the nominated slate of the possible next term Executive Committee Members, with a final ballot adjusted to remove any non-qualified nominees per the pertinent bylaw qualification criteria, no later than thirty days prior to the Association Fall Meeting.
2. The Executive Director shall distribute to all Executive Board Members the final Executive Committee ballots no later than fifteen days prior to the Fall Meeting.
3. Additional nominees shall not be allowed at the Fall meeting. The Executive Board at the Fall Meeting will then elect The Executive Committee members by a vote of the ballot nominees presented. Executive Board Members must be present to cast a ballot; proxy votes will not be allowed. Any and all elected members will start their term January 1st of the following year.
4. The Executive Board shall exercise the power to seek an appropriate candidate for the Executive Committee outside of the Board of Directors if necessary.

**New**

**Section 5. Qualifications** - No person shall be eligible for election as an Executive Committee Member who is not a member in good standing with the Association, or who has served on the Executive Board as an appointed representative of the WSNGA, SNPGA or FTSN, or who has served as an officer of any allied organization including, but not limited to, the WSNGA, SNPGA, FTSN, Southern Nevada Golf Course Superintendents Association, Nevada Golf Industry Alliance, Nevada State Golf Association, Nevada Golf Course Owners Association, Southwest Section of the PGA of America, the Las Vegas Golf Hall of Fame.

Executive Committee Members must attend at least 66% of all Association meetings each year, unless excused for good reason by the President or his designee; otherwise they become ineligible to serve for the remainder of their terms. (Bylaws change approved at a duly called Executive Board meeting 7-12-12)

**Section 6. Terms –** The term of the Executive Committee member shall coincide with their elected term on the Executive Board.

**Section 7. Removal -** Any officer of the Executive Committee may be removed from office for just cause by two-thirds vote of the Executive Board present at a meeting called for such purpose, provided the officer to be removed shall have been informed in writing of the particulars of the issue thirty days in advance and shall have been given the opportunity to defend against removal.

**Section 8. Meetings -** The Executive Committee shall meet as often as the President deems appropriate, but not less than four times per calendar year. Actions by the Executive Committee require the affirmative vote of a simple majority of all Officers. The Executive Committee shall insure that the Executive Director carries out the policies and procedures established by the Executive Committee.

The current edition of “Roberts Rules of Order Newly Revised” shall be the final authority as to parliamentary procedure at all meetings of the Association insofar as they do not conflict with any provisions of these Bylaws.

**Section 9. Vacancies -** Within fifteen (15) days of a vacancy of an Executive Committee member, the Council of Past Officers shall fill any such vacancy for the balance of the term or until a replacement is found.

**ARTICLE VII**

**COUNCIL OF PAST OFFICERS**

**Section 1. Composition -** The Council of Past Officers ("Council") shall consist of a minimum of three members (“Past Officer”). The initial Council, effective January 1, 2011, shall consist of the most recent past President, Vice President, and Treasurer (2010 service), and shall have a four (4) year term (“Term”).

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Thereafter, eligibility for service on the Council is granted based on most recent date of service as an Executive Committee Officer. Unless re-elected for new terms on the Executive Committee, the most recent Officers serving on the Executive Committee shall automatically be appointed to serve a Term on the Council immediately following completion of at least one full term of Executive Committee service. A member of the Council of Past Officers cannot serve as a “voting” Executive Committee member and a Past Officer in the same term. A Past Officer must be an active member within the Association but does not have to serve as a representative for any member club.

**Section 2. Powers -** The Council of Past Officers shall have the responsibility to oversee the general direction of the Association and specifically those actions of the Executive Committee that may impact such direction.

1. It may delay any action of the Executive Committee by presenting written notice to that effect delivered to the Executive Director. Review is limited to:

(1) the annual budget prior to acceptance;

(2) any item outside of the approved annual budget;

(3) issues concerning the bylaws and governance; and,

(4) decisions affecting the long-term direction of the Association.

1. Any action delayed by the Council of Past Officers shall be addressed within thirty days at a special meeting of the Executive Committee and Council of Past Officers. No further action may be taken without a majority vote in favor by the combined Executive Committee and Council of Past Officers. An agenda for such meeting shall include the particulars of the issue to be decided. It shall be mailed or sent electronically at least ten days prior to the meeting.

**Section 3. Meetings -** The Council of Past Officers shall meet at least once yearly with the Executive Committee in advance of the Fall Meeting.

**ARTICLE VIII**

**EXECUTIVE DIRECTOR**

**Section 1. Employment -** The Executive Board shall employ an Executive Director and may employ an Assistant Executive Director for the Southern Nevada Golf Association.

**Section 2. Term -** The Executive Director and Assistant Executive Director shall serve for a term and at a salary to be determined by the Executive Board.

1. The Executive Committee shall review the compensation of the Executive Director and Assistant Executive Director annually, and are responsible for fulfilling terms of employment.
2. In the first quarter of each year, the Executive Committee with the Executive Director, shall review the Association’s activities during the previous calendar year, including such items as shall be requested by the Officers in advance.

**Section 3. Power** - The Executive Director shall hire and/or discharge employees with the approval or the recommendation of the Executive Committee and shall further prescribe the duties and conditions of employment for such persons.

**Section 4. Duties** - The duties of the Executive Director shall be to manage, supervise, and carry out the policies and mandates of the Executive Committee within the fiscal constraints of the annual budget unless modified by the Treasurer with approval of the Executive Committee. The Executive Director shall keep a current record of present and past policy statements created by the Executive Board. The Executive Director shall also serve as a non-voting, ex-officio member of the Board of Directors, the Executive Board, the Executive Committee, and the Nevada State Golf Association.

**Section 5. Reports -** The Executive Director shall report the current condition and activity of the Association to the Executive Board and Executive Committee at any regular or special meeting.

**Section 6. Member of the Executive Committee -** The Executive Director shall be a member of the Executive Committee and shall attend all of the meetings thereof unless excused by the President of the Association.

**Section 7. Duties of Assistant -** The Assistant Executive Director, if any, shall serve in the absence of the Executive Director and shall perform Executive Director Duties and such other duties as may from time to time be prescribed by the Executive Board and Executive Committee.

**ARTICLE IX**

**NEVADA STATE GOLF ASSOCIATION REPRESENTATIVES**

**Section 1. Composition –** The Association’s Nevada State Golf Association Representatives (“State Directors”) will be comprised of the then serving four Executive Committee and two additional representatives elected from the body of the Executive Board at the Fall Meeting.

One half of the number of members of the Board of Directors of the Nevada State Golf Association shall be represented by the Southern Nevada Golf Association, and the remaining one half shall be represented by the Northern Nevada Golf Association. The President, Vice President, Secretary, and Treasurer of the Southern Nevada Golf Association shall automatically represent the Southern Nevada Golf Association as State Directors of the Nevada State Golf Association, for the duration of their elected or appointed term.

The remaining State Directors shall be elected at any regular or special meeting from the members of the Executive Board of the Southern Nevada Golf Association held prior to the Fall meeting of the Nevada State Golf Association. The State Directors shall be elected by a majority vote of the members present at the meeting. The term of each elected State Director shall be for two years, unless elected or appointed to an Association office, in which case the provisions stipulated above and procedures pertaining to “vacancy” below shall apply.

If a vacancy occurs in any State Directorship from the Southern Nevada Golf Association, the vacancy shall be filled at the next regular or special meeting of the Executive Board of the Southern Nevada Golf Association. If a meeting of the Board of Directors of the Nevada State Golf Association is held prior to the next regular or special meeting of the Executive Board of the Southern Nevada Golf Association, then the Executive Committee of the Southern Nevada Golf Association may select an individual to temporarily fill the vacancy until the next regular or special meeting of the Executive Board of the Southern Nevada Golf Association.

Any State Director of the Nevada State Golf Association who represents the Southern Nevada Golf Association may be removed when such action is considered to be in the best interests of the Southern Nevada Golf Association. The removal of the State Director may be approved only at a meeting of the Executive Board of the Southern Nevada Golf Association which is duly noticed three days in advance, upon motion by any other Director of the Southern Nevada Golf Association, and upon the affirmative vote of three fourths of the directors present, exclusive of the individual whose removal is being considered.

**ARTICLE X**

**GOVERNMENT AND MANAGEMENT**

**Section 1. Executive Board -** The control and management of the affairs and assets of the Association shall be vested in the Executive Board. The composition of the Executive Board is defined in Article VI.

**Section 2. Compensation -** Except as otherwise provided in Article IV, Section 3, no Director or Officer shall in any manner whatsoever receive any salary or compensation from the Association for acting as a Board Member.

**Section 3. Reimbursement for expenses -** The Officers, Directors, Employees, Agents, and Representatives of this Association shall be entitled to reimbursement for the actual and reasonable expenses incurred by them when attending meetings and other functions at the direction of the Executive Board. Reimbursement may be authorized for expenditures which the Executive Board considers to be reasonable. The Association will develop a travel policy, and review/revise the policy annually if needed. The reimbursement for authorized expenditures shall be in accordance with those amounts as previously approved in the annual budget.

**Section 4. Budget –** No later than fifteen (15) days prior to the Fall Meeting each year, The Executive Director and Treasurer will prepare a budget for the following calendar year and present it to the Executive Committee. The budget will be presented to the Executive Board for approval at the Fall Meeting. An adequate contingency fund must be included in the budget to provide funding for unanticipated expenditures, which must be approved by the Executive Committee.

**Section 5. Review of Financial Statements -** The financial books and records of the Association shall be compiled, reviewed or audited as determined by the Executive Board, not less frequently, than annually. The compilation, review or audit shall be conducted by an independent Certified Public Accountant selected by the Executive Board.

The books shall, at a minimum, be compiled each year. If net assets are greater than $250,000.000 (Two Hundred Fifty Thousand Dollars) but less than 1,000,000.00 (One Million Dollars) the books, at a minimum, shall be reviewed. If net assets exceed $1,000,000.00 (One Million Dollars), the Association’s books shall be audited. (As amended at an Executive Board meeting duly called on 12-12-11 by vote of 8 Ayes and one abstention.)

**ARTICLE XI**

**MISCELLANEOUS**

Section 1. The fiscal year of this Association shall be the calendar year unless otherwise determined by the Executive Committee.

Section 2. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name. In no event shall the Association make loans to its Officers, Executive Board Members, or Directors.

Section 3. The Executive Director shall execute agreements and deliver any instrument in the name and on behalf of the Association with the approval of the Executive Committee except where the signature of the Secretary is required.

Section 4. The Treasurer shall represent the Association in the annual review and audit, and must submit the final document to the Executive Committee under his or her signature.

Section 5. These Bylaws shall be governed by and construed in accordance with the laws of the State of Nevada as in effect from time to time.

Section 6. On all questions as to construction or interpretation of these Bylaws, the decision of the Executive Committee of this Association shall be final.

**ARTICLE XII**

**INDEMNIFICATION OF BOARD OF DIRECTORS, EXECUTIVE BOARD,**

**EXECUTIVE COMMITTEE, EMPLOYEES, AND VOLUNTEERS**

**Section 1. Indemnification –** Except as provided in these Bylaws, the Southern Nevada Golf Association shall hold harmless and indemnify each of its employees, members, volunteers, Board of Directors, Executive Board members, and/or Executive Committee members (“Indemnitees”) for any debts, receipts, neglect, or defaults of any other Indemnitees, nor for any losses or expense of whatever nature incurred by this Association unless resulting from that Indemnitees own dishonesty. This Association shall indemnify each and every Indemnitees during their employment, membership, term, and/or volunteer time and thereafter, and his/her heirs, executors, and administrators against all expenses and all costs, legal, accounting, or otherwise, necessarily or otherwise reasonably incurred by or otherwise imposed upon him/her in connection with any action or proceeding to which he/she may be made a party by reason of his/her being or having been a employee, volunteer, member, Board of Director, Executive Board, and/or Executive Committee member of this Association.

**Secton 2. Exclusions -** Except insofar as permitted by law, and specifically under Nevada Statutes, the Southern Nevada Golf Association shall not indemnify Indemnitees for acts listed in Nevada Statutes.

**Section 3. Procedure -** Indemnitees shall notify the Southern Nevada Golf Association promptly of the threat or commencement of any proceeding or legal action with respect to which Indemnitees intend to seek indemnification. The Southern Nevada Golf Association shall be entitled to assume Indemnitees’ defense with counsel reasonably satisfactory to Indemnitees, unless Indemnitees provide the Southern Nevada Golf Association with an opinion of counsel reasonably concluding that there may be a conflict of interest between Indemnitees and the Southern Nevada Golf Association in the defense of the proceeding or legal action. If the Southern Nevada Golf Association assumes the defense, the Southern Nevada Golf Association shall not be liable to Indemnitees for legal or other expenses subsequently incurred by Indemnitees.

**Section 4. Expense Advances -** The Southern Nevada Golf Association shall advance automatically expenses, including attorneys’ fees, incurred or to be incurred by Indemnitees in defending a proceeding or legal action upon receipt of notice of the expenses. If required by law, before advancing any expenses the Southern Nevada Golf Association may require that an Indemnitees or a representative promise to repay the advances if a final judicial decision (after expiration or exhaustion of any appeal rights) determines that Indemnitees are not entitled to be indemnified for such expenses.

**Section 5. Settlement of Claims -** The Southern Nevada Golf Association shall not be obligated to indemnify Indemnitees for any amounts incurred in settlement if settlement is made without the Southern Nevada Golf Association’s prior written consent. The Southern Nevada Golf Association shall not enter into any settlement that would impose any penalty or limitation on Indemnitees without Indemnitees’ prior written consent. Neither the Southern Nevada Golf Association nor Indemnitees will unreasonably withhold consent to any proposed settlement.

**Section 6. Effect of Repeal -** In order that Indemnitees may rely on the indemnification promised by this Section, no repeal or amendment of this Section shall reduce the right of Indemnitees to payment of expenses or indemnification for acts of Indemnitees taken before the date of repeal or amendment.

**ARTICLE XIII**

**AMENDMENTS**

Section 1. The Executive Committee has the sole authority to present proposed amendments to the bylaws of the Association.

(a) Amendments must be approved by a two-thirds vote of the combined Executive Committee and Council of Past Officers, and ratified by a two-thirds vote of the members of the Executive Board present at the meeting, or any properly constituted meeting called for this specific purpose where a quorum of Executive Board Members is present and voting, to become effective.

(b) Prior to any vote, written notice of the proposed amendments shall be mailed or electronically sent to all entitled to vote at least ten days prior to such meeting.

(c) Should the Executive Board fail to ratify the proposed amendments, the Council of Past Officers and the Executive Committee shall meet within thirty days to effect resolution of differences and present any changes thereof to the Executive Board for their approval.