

**BY LAWS
OF
NORTH ATLANTA SENIOR MEN’S GOLF ASSOCIATION, INC.**

Article

Name, Location, and Offices

- 1.1 Name. The name of the Corporation shall be “North Atlanta Senior Men’s Golf Association, Inc.” (the “Corporation” or “NASMGA”)
- 1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical to the address of such registered office per the Georgia Nonprofit Corporation Code (the “Georgia Code”).
- 1.3 Principal Office. The principal office of the Corporation shall be located at such place as the Board of Directors (the “Board”) shall designate.

Article

Purposes and Governing Instruments

- 2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the Georgia Code.
- 2.2 Mission. The mission of the Corporation shall be as follows:

To promote and encourage competitive amateur golf and related social activities for senior men golfers (the “Members”) from golf clubs in the North Atlanta Metro Area (“Affiliated Clubs”), which currently include:

- (a) Atlanta National Golf Club;
- (b) Berkeley Hills Country Club;
- (c) Big Canoe Golf Club;
- (d) Bridgemill Athletic Club;
- (e) Brookfield Country Club;
- (f) Country Club of Roswell;
- (g) Eagle Watch Golf Club;
- (h) Fairways of Canton;
- (i) Indian Hills Country Club;
- (j) Iron Horse Golf Club;
- (k) Laurel Springs Golf Club;
- (l) Olde Atlanta Golf Club;
- (m) Polo Golf & Country Club;
- (n) Rivermont Golf Club;
- (o) White Columns Country Club;
- (p) Windermere Golf Club; and
- (q) Woodmont Golf & Country Club.

- 2.3 Maintaining Affiliated Club Status. The Corporation shall implement rules such that affiliated Clubs shall support the Corporation’s mission as evidenced by attendance at meetings of the Board, fielding a match play team, and periodic hosting of competitions. Board approval shall be required for an affiliated club to be granted exception to fielding a Match Play team and / or Hosting an event from time to time. Board approval shall be required for the addition or removal of a club from the Corporation’s list of Affiliated Clubs.
- 2.4 Non-Profit Purposes. The Corporation is a social club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (“IRC”). Without limiting the Corporation’s mission, the purpose of the Corporation shall include the following:
- 2.4.1 Organizing and promoting amateur golf competitions among the Members.
- 2.4.2 To perform all other acts necessary or incidental to the Corporation’s purpose, including the exercise of all powers and authority enjoyed by Corporations generally under the provisions of the Georgia Code, subject to and within the limitations of IRC Section 501(c)(7).
- 2.5 Governing Instruments. The Corporation shall be governed first by its Articles of Incorporation (the “Articles”), then by its Bylaws, as amended from time to time (the “Bylaws”), and then by the NASMGA Policies and Procedures” (“NPP”) as published on its website and amended from time to time by the Board. In any contradiction between the Articles and the Bylaws, the Articles shall prevail. In any contradiction between the Bylaws and the NPP, the Bylaws shall prevail. The NPP will govern on issues permitted but not specifically addressed by the Articles or Bylaws.
- 2.6 Limitations and Restrictions.
- 2.6.1 The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No Director or Officer of the Corporation shall participate in any political campaign on behalf of any candidate for public office using the name of the Corporation in any manner.
- 2.6.2 The Corporation shall not engage in lobbying.
- 2.6.3 The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

Article

Membership

3.1 Membership of the Corporation.

- 3.1.1 The Corporation shall have members (“Members”).
- 3.1.2 Membership in the Corporation shall be open to any male individual who has attained the age of 50, maintains a GHIN handicap, and is a member of one of the Affiliated Clubs.
- 3.1.3 Membership shall also be open to any past President of the Corporation without regard to membership in one of the Affiliated Clubs.

- 3.1.4 **Membership Fees.** The annual membership fees shall be established by the Board, at a date early enough in the fall season to allow affiliated clubs to adjust their Senior MGA Dues for the following year, if necessary.

Article

Board of Directors

- 4.1 **The Board.** The governing body of the Corporation shall be its Board, which shall be comprised of all Past-Presidents of the Corporation who have retained membership in one of the Affiliated Clubs, and four (4) persons appointed by the members from within the membership of each of the Affiliated Clubs (“Directors”). Each of the Directors and Past Presidents shall be voting members of the Board. Directors shall serve until a successor is appointed by his Affiliated Club.
- 4.1.1 Each of the Directors shall include persons assigned to one or more of the following roles at his affiliated club:
- 4.1.1.1 Senior Chairman – Guide and direct all NASMGA activities
 - 4.1.1.2 Tournament Chairman – Manage hosted events
 - 4.1.1.3 Match Play Captain – Manage Match Play team
 - 4.1.1.4 Membership Chairman – Manage membership records and collect annual dues
- 4.2 **Officers of the Corporation; Executive Board.**
- 4.2.1 The Board shall elect officers of the Corporation (the “Officers”), including President, Vice-President, Treasurer, Secretary, Match Play Director, and Webmaster. The Officers shall constitute an Executive Committee of the Board (the “Executive Board”), which shall have such further powers and responsibilities as set forth more fully herein.
- 4.2.2 **Nominating Committee.** Nominations for Executive Board positions shall be made by the Nominating Committee, which committee shall be chaired by the then-serving President and shall consist of the then-serving Vice President and the Past Presidents who are current members of Affiliated Clubs. Additional Board members may be appointed to the committee at the discretion of the then-serving President. The Nominating Committee shall report its recommendations to the current Board at a December meeting. Directors may make additional nominations at that time. A majority vote of the Board shall elect. Officers shall serve a term of one (1) year or until they are replaced by their elected successors.
- 4.2.3 **Vacancies.** Should a vacancy occur in the office of the President, the Vice-President shall assume the office of the President for the remainder of the term, thus creating a vacancy in the office of the Vice-President. Should a vacancy occur in any office other

than the President, the President shall appoint a replacement for the remainder of the term.

4.2.4 The Executive Board shall have the authority to convene separately from the full board to consider and take action on items that are considered to be sensitive or confidential in nature.

4.3 Compensation. Directors, Officers, and Members shall not receive compensation or expense reimbursement except as approved by the Board as compensation for actual products and/or services rendered.

4.4 No Private Inurement. The Board shall not permit any part of the capital of the Corporation to inure to the benefit of any Director, Officer, Member, or other private person or individual except as set out in 4.3 above,

4.5 Director Duties and Expectations. Directors shall supervise and control the management, affairs, and property of the Corporation; shall determine its policies; actively promote its purposes and objectives and supervise the disbursement of its funds: and represent the best interests of the Corporation by adhering to the Corporation's mission statement and Bylaws.

Article

Meetings of the Board of Directors

~~5.1~~ Annual Meeting. The annual meeting of the Board shall be held in December on such day, time, and place as the President shall designate. The annual meeting shall be held for the purpose of election of executive officers for the following year, considering any changes to the Corporate documents, i.e. By Laws, Policies and Procedures and to review and approve the following year's budget as proposed by the current Treasurer.

~~5.2~~ Regular Meetings. In addition to the annual meeting and the meeting required for the elections of Officers, the Board shall meet at times at the call of the President.

5.3 Virtual/Remote and Similar Meetings. Directors may participate in and hold a meeting by electronic means by which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

5.4 Quorum. At meetings of the Board, the presence of at least one Director from a majority of the Affiliated Clubs shall be necessary to constitute a quorum for the transaction of business.

5.5 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Each Director shall cast one vote per matter. The action shall be determined by a majority of ballots.

5.6 Conduct of Meetings: The President, or in the absence of the President, the Vice President shall preside at meetings of the Board of Directors. If the President and the Vice President are both absent from a meeting, the President shall appoint a Director to preside at the meeting. The Secretary shall be present at all meetings possible. In the absence of the Secretary whomever is presiding over the meeting shall appoint a Director to act in the Secretary's capacity. Meetings shall be governed by such procedures as may be approved from time to

time by the Board, as long as such rules are not inconsistent with or in conflict with the Articles, these Bylaws, or any other provisions of applicable law.

- 5.7 Notice and Agenda. Notice of meetings of the Board shall be transmitted via email and the Corporation's website not less than one week before the meeting. The agenda of each meeting shall be published by the President or Secretary not less than two (2) days before the meeting.

Article

Specific Duties of Officers

6.1 President.

- 6.1.1 The President shall be the principal executive officer of the Corporation.
- 6.1.2 Subject to restrictions imposed by these Bylaws or by subsequent acts of the Board, the President shall be authorized to sign checks, drafts, and other orders for the payment of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with the state or federal officials or agencies;
- 6.1.3 The President shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing; and the President shall see that all orders of the Board are carried into effect.
- 6.1.4 The President shall supervise and direct the management and operation of the Corporation and make all decisions as to policy and otherwise which may arise between meetings of the Board.

6.2 Vice President.

- 6.2.1 The Vice President shall perform all the duties of the President in the absence of the President or in the event of the President's inability or refusal to act. When acting as the President, a Vice President shall have all the powers of the President. The Vice President shall, in consultation with Board members from each Affiliated Club, prepare and present to the Board for approval, an Annual Tournament and Board Meeting Schedule (the "Schedule"). Upon approval, the schedule shall be distributed to all Members.
- 6.2.2 The Vice President shall work with the Golf Genius team to approve the preliminary budget sheet per the Policies and Procedures guidelines.
- 6.2.3 The Vice President shall be under the supervision of the President. He shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may delegate.

6.3 Secretary.

- 6.3.1 The Secretary shall attend all meetings of the Board and the Officers and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the Executive Board and other committees when required.
- 6.3.2 The Secretary shall give, or cause to be given, notice of all meetings of the Board.

- 6.3.3 The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Secretary's signature or by the signature of the President or Treasurer as may be appropriate for the instrument.
- 6.3.4 The Secretary shall forward a copy of the minutes to the Webmaster following each meeting for publishing. The minutes shall be reviewed and approved at the following meeting. Any amendments to the minutes shall be given to the Webmaster for posting.
- 6.3.5 The Secretary shall be under the supervision of the President. He shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may delegate.

6.4 Treasurer.

- 6.4.1 The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies in the name and to the credit of the Corporation.
- 6.4.2 The Treasurer shall disburse the funds of the Corporation as approved by the Board.
- 6.4.3 A brief financial report shall be furnished by the Treasurer at each Board Meeting or other intervals as the Board may require. The Treasurer shall forward a copy of such financial reports to the Webmaster for publishing prior to each meeting of the Board.
- 6.4.4 The Treasurer shall prepare and present to the Board, no later than 30 days before the Corporation's first tournament of the season, a proposed annual budget. In addition to providing for ordinary and recurring expenses, the budget shall include a schedule of amounts (the "NASMGA Tournament Supplement") that the Corporation shall allocate to each tournament during the season.
- 6.4.5 The Treasurer shall be responsible for filing such annual federal and state income tax returns as may be required to comply with Internal Revenue Service regulations to maintain the Corporation's status as a nonprofit organization in good standing. The Treasurer shall advise the Board of Directors after required income tax return(s) have been filed and furnish a copy of the annual tax return(s) to the Secretary for inclusion with the corporate records.
- 6.4.6 The Treasurer shall be under the supervision of the President. He shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may delegate.

6.5 Match Play Director.

- 6.5.1 The Match Play Director shall manage the Corporation's interclub match play program in coordination with the Affiliated Clubs' Match Play Captains (the "Match Play Committee"). He shall chair meetings of the Match Play Committee and present to the Board the recommendations of the committee for approval. He shall maintain the Match Play Competition Guidelines to govern play, an annual schedule of competitions, and the current team standings. He shall appoint and chair a conflict resolution committee to resolve any issues arising between Affiliated Clubs during

Match Play events. He shall report the status of the program to the Board periodically and forward to the Treasurer a final awards list for payment to the winning clubs after the season.

6.5.2 The Match Play Director shall be under the supervision of the President. He shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may delegate.

6.6 Webmaster.

6.6.1 The Webmaster shall manage the Corporation's website and be responsible for maintaining the website's content and functions in support of the Corporation's activities and Members. He shall advise the Board on the results of its use and propose enhancements to improve its function. He shall work with third parties as required to maintain the website and shall submit to the Treasurer a proposed annual budget, and may, upon approval by the Board, authorize payments to third parties following that budget. He may recruit, appoint and oversee members of his work group to accomplish the above tasks.

6.6.2 The Webmaster shall be under the supervision of the President. He shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may delegate.

Article

Contracts, Checks, Deposits, and Funds

7.1 Contracts. The Board may authorize any Officer to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confirmed in specific instances.

7.2 Checks, Drafts, Notes, Etc. All checks or other orders for the payment issued in the name of the Corporation shall be signed by the Treasurer or President.

7.3 Expenditures Not Exceeding \$500. The President may approve expenditures not exceeding \$500 without prior Board approval.

7.4 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such financial institutions as the Treasurer may select and with Board approval.

7.5 Annual Financial Review. The financial documents of the Corporation shall undergo an annual review.

7.5.1 At the annual meeting of the Board the President shall appoint a Financial Review Committee consisting of two or more members of the Board, other than the Treasurer, with sufficient knowledge and experience to determine if the financial operations of the Corporation are being conducted in a responsible manner and per decisions of the Board, the Articles, Bylaws and NPP.

7.5.1.1 The committee shall compare the Corporation's internal records to that of the Corporation's financial institution records.

7.5.1.2 The committee shall confirm that the funds transferred in and out of its financial account are accurately recorded and confirm that expenditures have been approved by the Board or by the President per section 7.3.

7.5.1.3 The Committee shall report the results of their review at the first meeting of the Board following their appointment.

Article

Indemnification and Insurance

- 8.1 Indemnification. If any director or officer is a party to or is potentially a party to any suit against the Corporation, they may make an application to the Corporation for indemnification of any reasonable expenses, including attorneys' fees they incur as a party or potential party to the suit. If the director or officer has met the applicable standards of conduct outlined in Georgia Law, they will be indemnified to the fullest extent now or hereafter permitted by Georgia law.
- 8.2 Indemnification. Not Exclusive. The indemnification provided in 8.1 shall not be deemed exclusive of any other rights to which the individual seeking indemnification may otherwise be entitled under the Articles or Bylaws while holding an office in the Corporation.
- 8.3 Insurance. To the extent permitted by Georgia law, and with Board approval, the Corporation may purchase and maintain insurance on its behalf and its Directors and Officers, past or present.

Article

Miscellaneous

- 9.1 Books and Records. The Corporation shall keep books and records of financial accounts and minutes of the proceedings of its Board. The Corporation shall keep such books and records at the office of the Corporation's Treasurer or Secretary, as prescribed in Article VI.
- 9.1.1 Minutes of all meetings of the Board shall be kept in the corporate books and records indicating the time and place of holding of such meetings, the names of those present, and the proceedings thereof.;
- 9.1.2 A copy of the Corporation's Articles, Bylaws, and NPPS as amended to date shall be kept in the Corporation's books and records by the Secretary.
- 9.1.2 A copy of the Corporations current annual financial records shall be maintained by the Treasurer and a copy forwarded to the Secretary following the prior year's Annual Financial Review.
- 9.1.3 The Secretary shall maintain the Corporation's records per the Corporation's Records Retention Policy.
- 9.2 Corporate Seal. The corporate seal shall be in such form as the Board may from time to time determine.
- 9.3 Fiscal Year. The Corporation shall use the calendar year as its fiscal year. The Board is authorized to change the same from time to time as it deems appropriate.

- 9.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States internal revenue law, and to all regulations issued under such sections and provisions.
- 9.5 Construction. Whenever the context so requires, the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 9.6 Headings. The headings used herein are for organization, convenience, and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.
- 9.7 Directors' Inspection and Copy Rights. Directors and Officers shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind. The Directors and Officers shall further have such other rights to inspect which includes the right to copy and make extracts books, records, and properties of the Corporation as may be required under the Articles, these Bylaws, and provisions of law.
- 9.8 Right to Copy and Make Extracts. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.
- 9.9 Periodic Report. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

Article X.

Amendments

- 10.1 Power to Amend Bylaws. The Board shall have the power to alter, amend, repeal, or adopt new Articles, Bylaws, and NPPs.
- 10.2 Who May Propose. Any member of the Board may propose amendments to the Articles, Bylaws, or NPPs by submitting the amendment to the Secretary no later than two weeks before a scheduled meeting of the Board
- 10.3 Content and Publication. The proposed amendment should contain the current language, the proposed language, and the justification for the change. The Secretary shall distribute the proposed amendment to all members of the Board.
- 10.4 Quorum Required. Following section 5.4 a majority of the Affiliated Clubs shall be represented in a meeting to amend the Articles or Bylaws. The quorum required for amendments to the NPPs shall be the same as those requirements for a regular meeting of the Board
- 10.5 Approval.

- 10.5.1. The Articles or Bylaws may be amended by a two-thirds vote of the Affiliated Clubs (one vote per club) who may vote either in person or by proxy.
- 10.5.2 Affiliated Clubs may cast their vote for an amendment to the Articles or Bylaws via proxy through email to the Secretary, who shall cast that Club's vote. If such a vote is not received by the Secretary before the meeting, the Affiliated Club's vote shall be assumed to be a "null" vote and shall not be considered in determining the two-thirds threshold for adoption.
- 10.5.3. The NPP may be amended by a majority vote of the Board. The President may waive the two-week notice period at his discretion.

I HEREBY CERTIFY that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation on the 11th day of December, 2024.

[Seal]

Thomas Kinney
President