

**MIAMI SHORES MENS GOLF ASSOCIATION, INC.  
BY-LAWS**

**Article 1  
Name**

**1.1 - The Name of the Corporation.**

The Corporation, which is a nonprofit corporation organized under The Corporation Act of The State of Florida, is the Miami Shores Mens Golf Association, Inc. (“MSMGA”), hereinafter the Association. The MSMGA may also operate under a fictitious name.

**1.2 - The Principal Office.**

The Office shall be situated in the State of Florida at such specific locations as determined by the Board of Directors from time to time. The Association may also have other offices as the Board of Directors determine.

**Article 2  
Purpose**

**2.1 – General Purpose.**

The Association is organized and operated for the following general purposes:

- (a) Exclusively as a social club organized and operated for the pleasure and recreation of its Members within the meaning of §501(c) (7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.
- (b) To exercise such of the rights, powers, duties, and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida which are consistent with the preceding paragraph.
- (c) The Association shall not engage in the business of making its social and recreational facilities available to the general public. Further, the Association shall not make any solicitation of the general public to utilize club facilities.

**2.2 - Specific Purpose.**

The specific purposes of the Association include, without limitation, the following:

- (a) To promote friendly competition and good fellowship among amateur male golfers.
- (b) To conduct golf tournaments and competitions.
- (c) And to advance the best interests of golf among male players.

## **Article 3 Membership**

### **3.1 - Qualifications for Membership.**

To join MSMGA, an applicant must meet the following qualifications:

- (a) Have attained the age of twenty-one (21) or has matriculated into a university or college.
- (b) Have an amateur standing.
- (c) Have and maintain a golf handicap through the Golf Handicap & Information Network (GHIN) that is readily verifiable directly on a handicap network.

### **3.2 – Membership Dues.**

New Membership Fees and annual dues shall be determined by the Board of Directors.

### **3.3 - Annual Meeting of Members.**

The annual meeting of Members will be held in the month of December prior to the 31<sup>st</sup>. At each annual meeting the directors shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting Members held for that purpose.

### **3.4 - Suspension or Termination of Membership.**

Any Member may have his Membership suspended or terminated by a majority vote of the Board of Directors for failing to pay dues or engages in conduct that in the Board's sole discretion violates the Association's Bylaws or his harmful to the reputation of the Association.

### **3.5 – Guests.**

Members may invite a guest to play in an association event providing that there is room for a guest without denying a Member entry to the event. Guests must have a golf handicap through the Golf Handicap & Information Network (GHIN) that is readily verifiable directly on a handicap network.

## **Article 4 Board of Directors**

### **4.1 - Powers.**

Subject to any limitations of the Articles of Incorporation, the Florida Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the

authority of, and the business and affairs of the Association shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

(a) To appoint and remove all officers of the Association subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

(b) To conduct, manage and control the affairs of the Association and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

#### **4.2 – Number of Directors.**

The governing body of this Association is the Board of Directors which consists of no less than three (3) and shall not exceed nine (9) Members.

#### **4.3 - Election of Directors.**

Each year three (3) qualified candidates for the Board of Directors shall be elected at the Annual Meeting and serve a term of three (3) years, thereby staggering the terms of the directors. The Nominating Committee shall present a list of candidates nominated to fill the open positions at least seven (7) days prior to the annual meeting. Every director must be a Member in good standing of this Association. No person who is holding public office is eligible to be a director. Each director shall serve without compensation except for reasonable expenses incurred for the Association.

#### **4.4 – Qualifications for Office.**

Every Director must be a Member in good standing of this Association. No person who is holding public office is eligible to be a director. Each Director shall serve without compensation except for reasonable expenses incurred for the Association. Directors appointed by the holder of any office, or an officer or board Member of any other organization are to act in their own right and not as a representative of any interest or group. Each director shall be at least twenty-one (21) years of age.

#### **4.5 – Executive Committee.**

The Directors may delegate administrative duties and other functions to an Executive Committee which shall consist of President, Vice-Presidents, Secretary, and Treasurer.

## **Article 5 Officers**

### **5.1 – Officers.**

The officers shall be a President, Vice President, Secretary, and Treasurer, who shall be elected from Members of the Board. Two offices may be held by the same person except no one can simultaneously serve as President and Vice President.

### **5.2 – Duties of the President.**

The President shall have general management of the current affairs of the Association and shall preside at the meetings of the Association and of the Board of Directors. He shall appoint the Members of all committees with the right to vote at all meetings thereof.

### **5.3 – Duties of the Vice President.**

The Vice President shall, in the absence, death or physical inability of the President, act in his/her stead in all matters. In the case of absence, death, or physical inability of both the President and Vice President, the Treasurer shall act in his stead.

### **5.4 - Duties of the Secretary/Treasurer.**

- (a) The Treasurer shall have charge of the funds of the Association and deposit them in a financial institution as ordered by the Directors.
- (b) The Treasurer shall pay all bills incurred for activities authorized by the Board of Directors and present an annual statement of receipts and expenditures at the first meeting of the Board after the election of officers meeting.
- (c) At each Board of Directors meeting the Treasurer shall report the receipts and expenditures.
- (d) The Treasurer will receive an account for all income from events and other sources.
- (e) The Secretary shall work with the Association's ad hoc tournament committee and plan, prepare, and send out all tournament or other event notices. He shall prepare all bulletins of interest to the Members, communications to the officers and directors for executive and other action and other notices as requested by the President or chairmen of permanent committees. He shall have the authority to incur and pay any reasonable expense necessary for the carrying out of these duties.

- (f) The Secretary shall keep the minutes of all meetings and provide the Board of Directors with copies as soon as possible after each meeting. He shall assist the President when correspondence to Members of the Board of Directors is required. He will also maintain the records of the Association.

#### **5.5 - Compensation of Officers.**

The Board Members of the association shall serve without compensation.

### **Article 6 Committees.**

**6.1 - Standing Committees.** There shall be a Tournament Committee, a Membership Committee, a Handicap Committee, and a Nominating Committee. The Chairperson of all Committees shall be appointed by the President. Other Committees may be approved by the Board.

- (a) The Tournament Committee shall be responsible for the tournaments during the year.
- (b) The Handicap Committee shall establish a player handicap approved or recognized by the Handicap Committee. Once a Member has an established handicap it will be used in all events.
- (c) The Membership Committee shall handle all matters pertaining to Membership including:
  - 1. Distributing and receiving applications.
  - 2. Recommending to the Board of Directors applicants for admission.
  - 3. Handling all Membership correspondence and maintaining all lists and files as required.
  - 4. Recommend and carry out Membership policy as approved by the Board of Directors.
  - 5. Collect initiation fees and annual dues and forward checks to the Treasurer.
- (d) The Nominating Committee shall generate a slate of candidates to fill open Board positions in the coming year.

#### **6.2 - Special Committees.**

The Board may establish such special Committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no Committee has the power

to do any of the things a Committee is prohibited from doing under the Florida Nonprofit Corporation Act. The Board shall appoint the Members of such Committees. Persons other than directors may be appointed to such Committees, but the Chair of each Committee must be a director of the Association.

## **Article 8 Elections**

### **8.1 – Annual Meeting.**

At least 30 days prior to the December Annual Meeting, the President shall notify the general Membership of the date and place of the Annual Meeting.

### **8.2 – Nominations.**

- (a) At least thirty (30) days prior to the December Annual Meeting, the President shall appoint the Chairman of the Nominating Committee.
- (b) The Nominating Committee shall present a slate consisting of one candidate for each open board position and the slate of candidates shall be made available to the Membership at least one (1) week prior to the Annual Meeting.
- (c) The Board will accept nominations from the floor at the Annual Meeting and such candidates shall be presented for a vote together with the nominees presented by the Nominating Committee.

### **8.3 – Election of Officers.**

Immediately following the election of the Board of Directors, the Board shall elect, from its own Members, officers to open positions.

## **Article 9 Charitable Activities**

### **9.1. – Charities**

The Association shall conduct at least two (2) annual tournaments to benefit the following non-profit charitable organizations:

**Kennedy Kids Foundation**

**Woman’s Cancer Association, Heidi Hewes Chapter (WCA)**

In respective of the provisions contained in Article 10, **Article 9 shall only be deleted or amended by a two third (2/3) vote of the Membership.**

## **Article 10 Prohibited Activities**

### **10.1 – Actions Jeopardizing Tax Status.**

The Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

### **10.2 – Lobbying and Political Activity.**

The Association may not devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation.

### **9.3 – Private Inurement.**

No part of the net income or net assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or Members. However, the Association is authorized to pay reasonable compensation to employees for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

### **9.4 – Non-Discrimination.**

In the conduct of all aspects of its activities, the Association shall not discriminate on the grounds of race, color, national origin, or gender.

### **9.5 – Litigation.**

The Association shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

## **Article 10 Authority to Amend By-Laws**

### **10.1 - These by-laws may be amended.**

- (a) The Board must be given the proposed changes at least two weeks before a Board Meeting. Change in the By-Laws may occur on the favorable vote of two-thirds of the Board Members at an official meeting of the Board.
- (b) Any nine Association Members may propose a By-Law change by presenting the proposed change in writing to the President. Such a submission will be presented to the Board and acted upon under the provisions of Article 10-1(a).

**Article 11**  
**Electronic Signatures**

Electronic signatures appearing on these Bylaws are the same as handwritten signatures for the purposes of validity, enforceability, and admissibility.

These Bylaws are adopted by resolution of the Corporation's Board of Directors on this 22nd day of May 2023.

/s/William Davis Jr.,  
President/Director

/s/Norman C. Powell,  
Vice-President/Treasurer

/s/Scott F. Maroon,  
Secretary/Director