

**BY-LAWS OF THE ONTARIO GOLF SUPERINTENDENTS' ASSOCIATION
ORGANIZED 1924**

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ARTICLE I**NAME – LOCATION – OBJECT**

1. The name of the corporation shall be ONTARIO GOLF SUPERINTENDENTS' ASSOCIATION.
2. The principal office of the Association shall be:

c/o Guelph Turfgrass Institute
328 Victoria Road South
Guelph, Ontario N1L 0H2

The Association's principal office and its records shall be maintained at such places as the Board of Directors may appoint from time to time.

3. The purposes of the Association are to promote research, exchange scientific and practical knowledge to aid in the care of golf courses and turfgrass operations, increase public awareness, increase the prestige of the Association and its Members, encourage cooperation with other associations and organizations whose interest parallel or compliment those of the Association, promote the Association's ethical standards, and promote justice, benevolence and education to and for its Members.
4. The Association's fiscal year shall be from October 1st in a given year through September 30th of the subsequent year or such other period as the Board of Directors may from time to time by resolution determine.

ARTICLE II**MEMBERSHIP****1. MEMBERSHIP QUALIFICATIONS**

Each applicant for membership in the Association shall furnish satisfactory evidence of their qualifications to the Association. Members renewing their membership or seeking reclassification must provide current information for the Association's records. The Board of Directors shall be the sole judge of the applicant's qualification for membership or reclassification. The term "Voting Member" as used hereafter, shall mean only Class AA, Class A or Class B Members as defined in Article II, Section 2, Membership Classes.

2. MEMBERSHIP CLASSES

- a) **HONORARY MEMBER** - To qualify for Honorary Membership, an applicant must be an outstanding person who has or may promote or assist the OGSA. An Honorary Member will be excused from the payment of annual dues and assessments. This classification is to be for life but may be revoked at any time at the discretion of the Board of Directors. Honorary Members shall have all the privileges of the Association except that of voting or holding office.
- b) **CLASS AA - LIFE MEMBER** - To qualify for Class AA (Life) Membership, an applicant must have retired as a golf course superintendent or assistant golf course superintendent and have been any of a Class A, Class B, or Class C Member, or the historical equivalent thereof, for an aggregate of no less than 25 years, of which a minimum of 20 years has been as a Class A Member, or the historical equivalent thereof, and no longer be working in the industry in a management capacity. A Class AA (Life) Member shall have all the

rights and privileges of the Association except that of holding office. Class AA (Life) Members will be excused from the payment of annual dues and assessments. A grandfathering clause for existing AA Members will be instituted.

- c) **CLASS A - GOLF COURSE SUPERINTENDENT MEMBER** - To qualify for Class A Membership, an applicant must be presently employed as a golf course superintendent and, at the time of the application for membership, have at least three (3) years experience in such capacity. Class A Members must also hold a valid Ontario Landscape Exterminator licence or equivalent. A copy of such licence must be submitted and held on file in the Association office. Class A Members shall have all the privileges of the Association.
- d) **CLASS B - GOLF COURSE SUPERINTENDENT MEMBER** - To qualify for Class B Membership, an applicant must be presently employed as a golf course superintendent and, at the time of the application for membership, have less than three (3) years experience in such capacity. Class B Members must hold a valid Ontario Landscape Exterminator licence or equivalent. A copy of such licence must be submitted and held on file in the Association office. Class B Members shall have all the privileges of the Association except that of holding office.

For purposes of these by-laws, a "golf course superintendent" is an individual who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of such golf course and related equipment.

- e) **CLASS C - ASSISTANT GOLF COURSE SUPERINTENDENT MEMBER** - To qualify for Class C Membership, an applicant must be presently employed as an assistant to a golf course superintendent. Class C Members must hold a valid Ontario Landscape Exterminator licence or equivalent. A copy of such licence must be submitted and held on file in the Association office. Class C Members shall have all the privileges of the Association except that of voting and holding office.
- f) **CLASS D** - To qualify for Class D Membership, an applicant must be (i) associated with or in charge of the maintenance of a golf facility, (ii) employed at a university, college or turf related facility and be active in the business, (iii) involved in education and/or research that is a direct benefit to the turf industry, or (iv) otherwise have an interest in the industry. Class D Members shall have all the privileges of the Association except that of voting and holding office.
- g) **CLASS E - ASSOCIATE MEMBER** - To qualify for Class E Membership, an applicant must be a golf course management company, supplier or firm which is sufficiently interested in the profession of turf growing and management to work for the benefit of the Association. Such a company, firm or supplier may have more than one representatives belonging to the Association. Class E Members shall have all the privileges of the Association except that of voting and holding office.
- h) **CLASS F - GOLF COURSE TECHNICIAN MEMBER** - To qualify for Class F Membership, an applicant must be presently employed as a golf course technician. The Board of Directors has the right to waive this requirement. Class F Members shall have all the privileges of the Association except that of voting and holding office.
- i) **CLASS S - STUDENT MEMBER** - To qualify for Class S (Student) Membership, an applicant must be a full time horticulture student enrolled in a formal course of education. An application for Class S (Student) Membership must be attested by the educational institute that the student is attending or by two Class A Members. Class S (Student) Members shall have such privileges of the Association as the Board of Directors may specify except that of voting and holding office.

- j) **INACTIVE MEMBER** – To qualify for Inactive Membership, an applicant must already be a Class AA, Class A or Class B Member who by reason of unemployment, illness or other adverse circumstances is unable to pay annual dues and assessments. Inactive Members shall have all the privileges of the Association associated with their original membership class, except that of holding office, if applicable. An Inactive Member shall be excused from the payment of annual dues and assessments on a pro-rated basis at the discretion of the Executive Committee.

3. APPLICATION PROCESS

Any person who desires to become a Member of the Association shall file an application in writing with the Association office, on an application form, which shall be furnished by the office on request. An application shall contain, among other things, a concise statement of the applicant's training, qualifications and experience. The application must be signed by the applicant. Each applicant must have the endorsement of one Class A Member in good standing on his application, plus have their application endorsed by their supervisor to verify their position at the applicable golf course. In the case that an endorsement from an OGSA Superintendent may not be reasonably obtained, the Board of Directors has the right to waive the required endorsements at their discretion. The completed application must be accompanied by remittance of one year's dues. In any case where an applicant is refused membership in the Association, the amount remitted with the application shall be returned to the applicant.

4. APPROVAL OR REJECTION OF APPLICANT

Application for membership shall be approved or rejected by the Board of Directors. Any director having reasonable grounds to believe an applicant should not be accepted may express this concern in writing to the Board of Directors.

In the event that an application for membership is rejected, a hearing for reconsideration, if requested by the applicant, shall be granted by the Board of Directors. Any hearing for reconsideration shall be held at the next regular meeting of the Board of Directors or at a special meeting called by the Board of Directors for such purposes. Any applicant requesting a hearing for reconsideration shall be notified in advance of the time and place set for such hearing. Statement in writing and testimony may be presented at such hearing.

5. RECLASSIFICATION

It is the responsibility of the member to notify the Association office of any change in circumstances that results in such Member failing to meet the qualifications of its membership class and, in such event, to identify an alternative membership class whose qualifications the member does satisfy, if any.

6. REQUEST TO FREEZE CLASSIFICATION

Members in good standing who have maintained any classification for twenty (20) years or more, or otherwise at the discretion of the Board of Directors, may apply in writing to have their classification frozen. The Board of Directors may implement this action even though the member no longer fulfils all the requirements of that class.

ARTICLE III DUES AND ASSESSMENTS

1. DUES

The annual dues for all membership classes shall be set by the Board of Directors annually, provided however, annual dues may be increased by no more than the "Consumer Price Index" (CPI) representative of the location of the Association's principal office in any given membership year. Any additional proposed increase over this amount shall be the sum fixed at any Annual Meeting of the Members of the Association as approved by a majority vote of the Voting Members present in person or represented by proxy at such meeting.

A membership year shall be from October 1st in a given year through September 30th of the subsequent year. Membership billings for a membership year will be issued to Members no later than the first day of such membership year.

2. ASSESSMENTS

Where necessary, in the opinion of a majority of the Voting Members, for the payment of any existing deficit or potential deficit, there will be levied a special assessment to be paid by each Member in addition to annual dues, except Class AA and Class C Members, for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgement for decree rendered against the Association, provided however, that no more than an amount equal to the annual dues shall be levied as such assessments during the year. The vote of the Members on the question of levying a special assessment may be taken by ballot, prepared by the Secretary and delivered electronically or otherwise.

3. NON-PAYMENT OF ACCOUNTS

All Members whose annual dues or assessments remain unpaid for more than ninety (90) days after the first day of the membership year or the due date of any such assessment, respectively, shall be dropped from the membership roll of the Association without notice.

4. MEETING ATTENDANCE

Admittance to any Annual or Special Meeting of the Members of the Association shall be allowed only to those Members in good standing.

5. SPECIAL PAYMENT TERMS

The Board of Directors may, at its discretion, for good cause shown, temporarily excuse or extend time of payments of annual dues or assessments for any Member who from ill health, advanced age or any other good cause is unable to make payments within the time fixed.

ARTICLE IV**CONDUCT OF MEMBERS****LOSS OF AND REINSTATEMENT TO MEMBERSHIP**

1. No Member shall at any time use its affiliation with the Association for the purpose of promoting schemes, ideas, or objects with the intention of private or collective gain.
2. If any Member is charged with (i) a violation of the ethical standards; (ii) conduct unbecoming a Member of the Association; or (iii) conduct that, in the opinion of the Board of Directors, is likely or calculated to injure or discredit the character or interests of the Association or any of its Members in good standing, the specifics of such conduct shall be filed with the Secretary/Designate. Notice of the filing of such information shall be sent by registered mail to the person concerned and such person shall be heard by the Board of Directors in reply. Whether or not a reply is filed to such charges, the Board of Directors shall hold a formal hearing on the charges and the reply, if any. Testimony shall be taken at the hearing as the Board of Directors deem pertinent. In the event that any information of supposed improper conduct comes to the attention of the Board of Directors or any member thereof, the Board of Directors may, upon its motion, prepare and file charges with the Secretary/Designate.
3. If, after a hearing, in the judgement of two-thirds (2/3) of the members of the Board of Directors present, the conduct in question is cause for loss or suspension of membership, notice of the Board of Directors' decision will be given to the Member concerned. Appeal may be taken from the decision of the Board of Directors to the Annual Meeting of the Association where hearings shall be held upon a transcript of the oral testimony and the documents presented at the Board of Directors hearing. No evidence shall be heard or ordered upon any such appeal before the Annual Meeting, except that incorporated in the record of the hearing before the Board of Directors.
4. Reinstatement of Expelled Members: Any expelled Member, no earlier than one year after the date of its loss or suspension of membership, may make application for reinstatement. Application shall be made in the manner and form provided in Article II, Section 3.

ARTICLE V**VOTING**

1. Individuals: each Voting Member of the Association in good standing may vote, in person, when not voting by proxy, upon any proposition submitted to a vote at a meeting of the membership of the Association.
2. Proxies: Voting Members may exercise their vote through the use of a proxy in form provided by the Secretary. A proxy may be exercised only by the person named in such proxy, who must be a Voting Member of the Association in good standing. Proxies may be utilized upon any proposition submitted to a vote at a meeting of the membership of the Association.

ARTICLE VI**OFFICERS & BOARD OF DIRECTORS, QUALIFICATIONS, DUTIES & POWERS****1. BOARD AND EXECUTIVE**

- a) The Board of Directors shall consist of a total of nine (9) individuals.

- b) The Directors' term of office shall be from the date of the meeting at which they are elected or appointed until the Annual Meeting next following or until their successors are elected or appointed. Directors shall be elected by the Members yearly at the Annual Meeting on a show of hands unless a poll is demanded and, if a poll is demanded, such election shall be by ballot. The full Board of Directors shall retire at the beginning of the Annual Meeting but shall be eligible for re-election.
- c) The Directors shall elect from among their number an Executive Committee, consisting of Past President, President, Vice-President and Secretary/Treasurer.
- d) Only Class A Members, who are golf course superintendents at the time of taking office, may serve as Directors or Officers of the Association.
- e) All Officers and a majority of the Directors must be Class A or Class B Members of the Golf Course Superintendents Association of America (GCSAA) at all times.
- f) Any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors in office; otherwise such vacancy shall be filled at the next Annual Meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a Special Meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the Special Meeting may be called by any Member. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

2. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- a) The Board of Directors shall have general charges and management of the affairs of the Association.
- b) The Board of Directors shall, at each Annual Meeting, make a full report of its acts and doings during the preceding fiscal year and shall further cause to be made an audit of the Treasurer's books and present a reconciliation to the membership at the Annual Meeting. Copies of reports shall be made available to all Members at the Annual Meeting. All disputed questions of parliamentary procedure shall be controlled by "Roberts Rules of Order, Newly Revised", a copy of which will be maintained in the custody of the Executive Director/Manager or Secretary/Treasurer.
- c) The Board of Directors may, from time to time:
 - i) authorize the Association to borrow money upon the credit of the Association;
 - ii) limit or increase the amount that may be borrowed for any approved purpose;
 - iii) authorize the mortgage, hypothecate, charge or pledge of all or any of the real or personal property, undertakings and right of the Association to secure any money borrowed or any other liability of the Association.

3. DUTIES OF THE PRESIDENT

The President shall during any period when the Board of Directors is not in session, have general charge and supervision of the affairs of property of the Association, subject however, to such rules and regulations as may from time to time be made by the Board of Directors. The President shall preside at all meetings of the Association and Board of Directors and shall be an *ex-officio* member of all committees. The President shall

from time to time and as often as may be directed, submit reports to the Board of Directors and give such information touching affairs of the Association as may be required and make such recommendations as he or she may think proper. The President shall appoint all committees except the Nominating Committee. All appointments shall be subject to the approval of the Board of Directors except that where action is required of such committee or committees prior to any such meeting of the Board of Directors, such approval of appointment shall not be required.

4. DUTIES OF THE VICE-PRESIDENT

In case of the absence or inability to act of the President, the Vice- President shall, during the period of such absence or inability to act, perform the duties required of the President. In the event the office of the President shall become vacant, the Vice-President shall perform all duties of the President until the annual election where a successor shall be duly elected and qualified. In the event that both the offices of President and Vice-President become vacant or both officers are absent or incapacitated to act, the next senior officer shall fill the vacancy of the office of President.

5. DUTIES OF THE SECRETARY/TREASURER

The Secretary/Treasurer shall be an officer of the Association and be present at all meetings of the Association and the Board of Directors, and shall be responsible for, and keep a record of, all the transactions at the meetings, in a book belonging to the Association which is kept for those purposes. The Secretary/Treasurer shall ascertain proper notice, as stated in the by-laws has been given for all meetings of the Association and the Board of Directors and shall be the custodian of corporate records and shall perform all other duties as may be required by the Board of Directors. The Secretary/Treasurer shall be responsible for all monies, bills, notes, bonds and similar property belonging to the Association and the safekeeping of the same, subject to such rules as may be prescribed by the Board of Directors. This officer will keep such financial accounts and records as may be required by the Board of Directors, as well as make an annual report and any other reports that may be required by the Board of Directors.

6. EXECUTIVE DIRECTOR/MANAGER

The Board of Directors may employ an Executive Director/ Manager of the Association on such terms and for such remuneration and with such responsibilities, powers and duties as the Board of Directors may from time to time determine. The Executive Director/Manager may also act as the Secretary of the Association. In such capacity this employee shall give or cause to be given notices for all meetings of the Board of Directors, of any committee and of Members when directed to do so and have charge of the minute books of the Association and of the register of Members. The Executive Director/Manager shall sign such contracts, documents or instruments in writing as require his or her signature, and shall have such other powers and duties as are incident to the role, as directed by the Board of Directors.

ARTICLE VII COMMITTEES

1. NOMINATING COMMITTEE

The Past President shall serve in the capacity of Nominating Committee Chairman and shall be charged with the responsibility of appointing at least two other members from the Board of Directors to serve on the Nominating Committee.

A nomination form approved by the Board of Directors shall be available from the Association's office for the nomination of Members to fill the available positions on the Board of Directors or among the Association's Officers. For consideration in the Nominating Committee determining the slate of candidates to be proposed to the Annual Meeting of Members, a nomination form must be submitted to the Nominating Committee at least sixty (60) days prior to the Annual Meeting. A nomination form must be attested by at least two Voting Members of the Association and include the signed consent of the candidate that he or she is willing to serve if elected.

With the aid of nominations submitted at least sixty (60) days prior to the Annual Meeting, and knowledge of any other capable individuals willing to serve as a member of the Board of Directors, the Nominating Committee shall prepare a slate of candidates for the available positions, which slate shall be proposed to, and voted upon, at the Annual Meeting of Members. The Nominating Committee shall take into consideration representation from the various areas of the province whenever possible, to try and assure fair representation.

A Member of the Association may advance himself or herself for election to an available position directly at an Annual Meeting of Members, independent of the slate proposed for election by the Nominating Committee, by completing a nomination form attested by at least ten (10) members and submitted to the Board of Directors at least ten (10) days prior to the Annual Meeting. There will be no nominations from the floor of an Annual Meeting.

2. ELECTION COMMITTEE

The Nominating Committee Chairman shall also serve as Election Committee Chairman.

At the time of election of directors, the Election Committee Chairman shall ensure that the election proceeds in an orderly fashion, by a show of hands, should there be no more than a full slate, and by secret ballot should there be more nominees than available positions.

3. OTHER COMMITTEES

Nothing herein contained shall be construed to prohibit the appointment of other committees by the President for the advancement of the Association. No committee shall have authority to bind the Association for the payment of money or the performance of any contract. Such authority is reserved expressly unto the Board of Directors or their assigned designates, including Officers of the Association, under the direction of the Board of Directors.

ARTICLE VIII MEETINGS

1. ANNUAL MEETINGS

The Annual Meeting of the Members shall be held each year in conjunction with the Ontario Golf Course Management Conference & Trade Show, the location, time and place of which will be designated by the Board of Directors. At the Annual Meeting, any business may be transacted that is not inconsistent with the Charter and by-laws of the Association, including: (i) approval of the previous year's minutes, (ii) consideration of reports of the Board of Directors, Officers and Committees, (iii) receipt of the auditor's report on the financial affairs of

the Association for the immediately preceding fiscal year, (iv) election of a Board of Directors; (v) appointment of the Association's auditor, and (vi) such others things as are expressly set out in the notice of the meeting.

2. SPECIAL MEETINGS

Special Meetings of the membership may be called by the President upon the request of a majority of the members of the Board of Directors, and may also be called by request of twenty-five percent (25%) of the Voting Members in good standing. Notice of a Special Meeting will also include the purpose for which such meeting is called.

3. NOTICE AND QUORUM

Thirty (30) days advance notice of the time and place of any meeting of Members shall be given to Members. The Secretary/designate shall send the appropriate notice of meeting to each Member. A quorum for any meeting of Members shall be ten (10) Voting Members.

4. DIRECTORS MEETINGS

The Board of Directors shall meet in person at least twice a year. When necessary, additional meetings may be conducted electronically.

Meetings of the Board of Directors may be called at any time by the President or shall be called by him upon the request in writing of a majority of the members of the Board of Directors, provided the request specifies the purpose for such meeting. In case the President, after receiving a due request to call a meeting of the Board of Directors, refuses or neglects to call such meeting, the meeting may be called by two-thirds (2/3) of the members of the Board of Directors. Thirty days advance notice of the time, place and purpose of meetings of the Board of Directors shall be given. Advance notice of the meeting may be waived by two-thirds (2/3) of the members of the Board of Directors.

A quorum for a meeting of the Board of Directors is a majority of the members of the Board of Directors.

ARTICLE IX

BY-LAW AMENDMENTS

These by-laws may be amended at any Annual or Special Meeting of the Members, provided a notice in writing of the contents of such amendments is made available to the members at least thirty (30) days prior to the scheduled meeting.

The affirmative votes of two thirds of all Voting Members present at the Annual or Special Meeting of Members shall be necessary for the adoption of any amendments to these by-laws.

ARTICLE X

REPEALING BY-LAWS

By-laws of the Association will cease and terminate on confirmation by the majority of the Voting Members present at a meeting of Members, save and except any act or thing heretofore done in pursuance of such by-laws and resolutions.

**ARTICLE XI
INDEMNIFICATION**

The Association shall indemnify any and all persons who serve or have served at any time as officers or directors of the Association, and their respective heirs, administrators, executors and personal legal representatives, against any and all expenses, including amounts paid upon judgements, counsel fees and amounts paid in settlement (before or after a suit is commenced), actually necessarily incurred by such person in connection with the defence or settlement of any claim, action, suit or proceeding in which the person is involved because of the person's association with the Association, except in relation to any action, suit or legal proceeding where any such officers or directors, or former officers or directors, are adjudged to be liable for his or her own acts and omissions arising out of his or her wilful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement or otherwise.

**ARTICLE XII
DISSOLUTION**

In the event of the dissolution of the Association, after all liabilities and responsibilities have been satisfied, the Association's assets shall be distributed for one or more of the exempt purposes specified by Revenue Canada, as determined by the Board of Directors.