

**BY-LAWS OF
CONNECTICUT STATE GOLF ASSOCIATION, INC.**

ARTICLE I

Name - Seal - Principal Office

Section 1.01. Name. The name of the Corporation is CONNECTICUT STATE GOLF ASSOCIATION, INC., hereinafter known as CSGA. The CSGA is incorporated as a non-stock corporation in the State of Connecticut and shall be governed by the laws of Connecticut, including the Connecticut Revised Non-Stock Corporation Act ("Act").

Section 1.02. Seal. The seal of the CSGA shall be a circular flat die with the words "Connecticut State Golf Association, Inc. 1984, Corporate Seal." The President, Secretary, Treasurer, and Executive Director shall have authority to affix the seal of the CSGA to any document requiring the same.

Section 1.03. Principal Office. The principal office of the CSGA in the State of Connecticut shall be 35 Cold Spring Road (Suite 212) Rocky Hill, Connecticut 06067, or at such other location as may from time to time be designated by the Board of Directors.

ARTICLE II

Purposes

Section 2.01. Purposes. The CSGA has been formed and exists for the purpose of promoting and preserving the best interests and true spirit of the game of golf. Among its activities, it may organize, supervise and coordinate golf competitions and activities in Connecticut as well as supervise national and international competitions held at member clubs.

Notwithstanding any provisions of these By-Laws, no director, officer, employee or agent of the CSGA shall take any action or carry on any activity by or on behalf of the CSGA which is inconsistent with the CSGA's Certificate of Incorporation, including, any action or activity not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended.

In the event of dissolution, all of the remaining assets and property of the CSGA, after payment of necessary expenses, shall be distributed to the William (Widdy) Neale Scholarship Fund, Inc., to The Connecticut Golf Foundation, Inc., d/b/a The First Tee of Connecticut, or to the Federal, State or Local government for a public purpose in amounts recommended by the Executive Committee and subject to the approval of a Judge of the Connecticut Superior Court.

ARTICLE III

Membership

Section 3.01. Membership. Membership in the CSGA shall be two classes, Active and Associate.

Section 3.02. Active Membership.

- (A) Active membership shall be open to any club in Connecticut owning its own golf course of nine or more holes and whose members, or their nominees, are the sole administrators of the club's affairs defined as Type 1 clubs by the USGA.
- (B) Active membership shall be open to any club in Connecticut leasing the property on which it operates a golf course of nine or more holes under a written lease with a term of five or more years from the date of application for membership and whose members, or their nominees, are the sole administrators of the club's affairs.
- (C) Active member clubs in good standing as of the date of the adoption of these By-Laws shall continue as such, provided they continue to satisfy all the requirements of Active club membership.
- (D) Active member clubs shall be entitled to one delegate with vote at any meeting of the CSGA.

Section 3.03. Associate Membership. Associate Membership shall be open to any duly organized golf club in Connecticut which does not qualify for Active Membership and defined as a Type 2 or Type 3 club by the USGA.

Associate member clubs in good standing as of the date of the adoption of these By-Laws shall continue as such, provided they continue to satisfy all the requirements of Associate club membership.

Associate member clubs shall be entitled to one delegate without vote at any meeting of the CSGA.

Section 3.04. Qualifications. The Board of Directors may make provisions for establishing additional classes of membership, qualifications for membership and governing policies.

ARTICLE IV

Meetings

Section 4.01. Annual Meeting. The Annual Meeting of the CSGA shall be held in December of each year at such time and place as the Executive Committee shall designate.

Section 4.02. Special Meetings. A Special Meeting of the CSGA shall be called by the President, or the Secretary, or at the request of four members of the Executive Committee, or at the request of twenty Active Members of the CSGA.

Section 4.03. Quorum. At any meeting of the CSGA, delegates representing ten Active Members shall constitute a quorum.

Section 4.04. Notice. Written notices of each meeting of the CSGA shall be sent by postal service mail or by electronic mail to member clubs at least fifteen days prior to the date of such meeting, except that in case of an emergency, a special meeting of the CSGA may be called upon shorter written notice sent by postal service mail or by electronic mail to member clubs not fewer than five days prior to the date of such meeting.

Section 4.05. Proxies. Proxies, duly certified by the Secretary of each Active Member Club, may be voted by voting delegates at meetings of the CSGA specified in the proxy. No voting delegate may vote more than one proxy.

Section 4.06. Order of Business. The following Order of Business shall be observed at meetings of the CSGA:

1. Roll Call.
2. Approval of Minutes of Previous Meeting.
3. Report of President.
4. Report of Treasurer.
5. Report of Executive Director.
6. Election of Officers and Directors.
7. New Business.
8. Old Business.
9. Adjournment.

ARTICLE V

Officers

Section 5.01. Elective Officers. The officers of the CSGA shall be a President; three Vice Presidents; Secretary; and Treasurer. They shall be elected at the Annual Meeting of the CSGA and shall hold office until the next annual meeting of the CSGA after their election and until their successors are elected and qualified or until their earlier resignation, death or removal. The officers and the Special Advisor(s) shall constitute the Executive Committee. The Executive Committee may appoint additional special advisors, agents, and regional officers of the CSGA as shall be considered necessary.

Section 5.02. Powers, Duties and Terms of Officers.

(A) President. The President may serve two consecutive one-year terms and shall chair all meetings of the Executive Committee, the Board of Directors and the CSGA and provide leadership and direction to the officers of the CSGA. The President shall serve as an Ex Officio member of all committees.

(B) Vice Presidents. The three Vice Presidents may each serve six consecutive one-year terms and shall perform the duties and responsibilities assigned by the President that may include all aspects of planning and conducting CSGA and USGA competitions, selecting sites for CSGA competitions, chairing committees, providing assistance and direction to the Director of Rules and Competitions as well as the Co-Chairs of the Rules Committee, the Course Rating and Handicapping Committee, and the Junior Golf Committee, managing the CSGA Club Representative Program and the CSGA regional organization, among other duties and responsibilities.

(C) Secretary. The Secretary may serve two consecutive two-year terms and shall chair in the absence of the President all meetings of the Executive Committee, the Board of Directors and the CSGA; shall be responsible for taking and publishing minutes at all meetings of the Executive Committee, Board of Directors and CSGA; be responsible for assembling and maintaining all CSGA records, documents and memorabilia; and be responsible for continual By-Laws review.

(D) Treasurer. The Treasurer may serve two consecutive two-year terms and shall be responsible for the preparation of the Annual Financial Report of the Executive Committee to the Board of Directors and the CSGA. The Treasurer shall provide assistance to the Executive Director in the preparation of the Annual Budget and in the preparation and communication of Quarterly Financial results to the Executive Committee and be responsible for the preparation of the Annual Financial Reports for the CSGA and the Scholarship Funds. The Treasurer shall be responsible to periodically review the CSGA investment portfolio and report any findings or recommendations to the Executive Committee.

Section 5.03. Appointive Officers. The Executive Committee shall appoint the Executive Director, Team Captain, Legal Counsel, Regional Vice Presidents, Regional At-Large Representatives and Special Advisors. These appointees shall have the following terms and duties.

(A) Executive Director. The Executive Director shall be appointed for an indeterminate term by the Executive Committee, shall work at the direction of the President and the Executive Committee, and shall report to the Executive Committee. The Executive Director shall administer the operations of the CSGA under the general direction of the President and the Executive Committee, and shall employ, supervise, and evaluate the staff of the CSGA. The Executive Director shall be responsible to ensure that the financial accounts of the CSGA are maintained in accordance with sound financial procedures and generally accepted accounting practices for non-profit organizations and in compliance with applicable state and federal laws and regulations. A periodic review of the performance of the Executive Director shall be prepared by the President in consultation with the Executive Committee.

(B) Team Captain. The Team Captain may be appointed for two consecutive one-year terms by the Executive Committee and shall work in concert with the Executive Director and the Vice President responsible for Competitions in the selection of members of CSGA Tri-State Match Teams, the Challenge Cup and USGA Teams, and the Player-of-the-Year.

(C) Legal Counsel. The Legal Counsel shall serve at the pleasure of the Executive Committee and shall confer with and give advice to the officers and committees, as requested, and shall act as counsel to the Executive Committee, Board of Directors and Executive Director.

(D) Regional Vice Presidents. The Regional Vice Presidents shall be appointed for one year terms by the Executive Committee and shall be responsible for the development and maintenance of effective working relationships with all clubs within their assigned regions; be responsible for their appointment of a CSGA Club Representative at each of the member clubs in their assigned regions; provide leadership, guidance and direction to all CSGA Club Representatives in their assigned regions; work with the CSGA Club Representatives in identifying club members as potential CSGA committee members and refer those names to the appropriate CSGA Committee Chairs; and provide assistance to the Chairman of the Competitions Committee and the Director of Rules and Competitions for any competitions proposed or to be held within their assigned regions.

(E) Regional At-Large Representatives. Regional At-Large Representatives shall serve at the pleasure of the Executive Committee and shall assist the Regional Vice Presidents in operating and advancing the club representative program in their respective regions.

(F) Special Advisor(s). The Special Advisor(s) shall serve at the pleasure of the Executive Committee and shall attend meetings of the Executive Committee and Board of Directors, with vote. The Special Advisor(s) shall furnish the Executive Committee and the Executive Director with assistance and advice, as requested.

ARTICLE VI

Directors

Section 6.01. Board of Directors. The Board of Directors (Board) shall consist of not fewer than thirty-five members and not more than fifty members. The Elective Officers shall be elected annually by the members of the CSGA and shall serve as Directors with vote. The Board shall include the Special Advisor(s); the Regional Vice Presidents; and two At-Large Representatives from each of the Regions, all of whom are appointed by the Executive Committee and who shall serve as Directors with vote. The Board shall also consist of Past Presidents of the CSGA, the Executive Director, and representatives appointed by each of the Connecticut Club Managers Association, the Connecticut Section of the

Professional Golfers Association, the Connecticut Association of Golf Course Superintendents, the Connecticut Women's Golf Association, the Southern New England Women's Golf Association, and The Connecticut Golf Foundation, Inc., d/b/a The First Tee of Connecticut, and who shall serve as Directors with vote.

The Executive Committee may appoint persons who have distinguished themselves through service to the CSGA as Emeritus Members. Emeritus Members may attend meetings and other activities of the Board but shall not be counted as members of the Board and shall serve without vote.

Section 6.02. Powers. Unless otherwise provided by law, the Board shall manage the property of the CSGA, subject only to the provisions of the Certificate of Incorporation and these By-Laws, including the right to make and amend the By-Laws upon recommendation of the Executive Committee.

Section 6.03. Meetings. The Board shall meet two times a year or at the call of the President or by the petition in writing of any ten members of the Board to the Secretary. At least ten days notice of any meeting shall be given to the members by the Secretary in writing by postal service mail or by electronic mail.

Section 6.04. Quorum. Fifteen members of the Board shall constitute a quorum.

Section 6.05. Voting by Mail or Telephone. The Board may act without a meeting, provided the resolution or matter to be voted upon is submitted to all of the members in writing. The written votes of the members shall have the same force and effect as if made by the members present at a duly convened meeting, and it shall be the duty of the Secretary to place a copy of said writings in the records of said Board.

ARTICLE VII

Executive Committee

Section 7.01. Executive Committee. The Executive Committee shall formulate general policies for the operation of the CSGA and shall oversee the operations of the CSGA, including those of the Executive Director, but shall not infringe on the authority of the Executive Director to administer and direct the daily operations of the CSGA. The Executive Committee shall appoint a Rules Committee, a Course Rating and Handicapping Committee, Golf Hall of Fame Committee, a Junior Golf Committee, and such other Committees as it deems advisable and appoint committee chairs. These Committees shall perform such duties and have such powers as may be provided by these By-Laws and established by the Executive Committee.

Section 7.02. Meetings. The Executive Committee shall meet at least once during each calendar quarter or at the call of the President, the Executive Director, or of any three members of the Executive Committee who shall petition the Secretary. At least three days' notice of any meeting shall be given to the members of the Committee by the Secretary in writing by postal mail service or by electronic mail.

Section 7.03. Quorum. Four members of the Executive Committee shall constitute a quorum of the Executive Committee.

Section 7.04. Vote by Mail or Telephone. The Executive Committee may act without a meeting, provided the resolution or matter to be voted upon is submitted to all of the members in writing. The written votes of the members shall have the same force and effect as if made by the members present at a duly convened meeting, and it shall be the duty of the Secretary to place a copy of said writings in the records of said Committee.

A member of the Executive Committee may participate in the meeting of the Committee by means of a conference telephone or similar communication equipment enabling all members participating in the meeting to hear one another, and participation in the meeting shall constitute presence in person at such meeting.

ARTICLE VIII
Membership Obligations

Section 8.01. Membership Obligations. The acceptance of Active or Associate Membership in the CSGA shall bind each Member to abide by all of the conditions of the Certificate of Incorporation, By-Laws, and Policies of this Corporation, and to accept and enforce all decisions of the Board and Executive Committee and other committees of the CSGA within its jurisdiction.

Section 8.02. Violations. Refusal or neglect of a strict and honorable compliance with the Certificate of Incorporation, By-Laws or Policies of the CSGA, or with the decisions of the Board, and other committees, shall render such Active or Associate Member liable to suspension or expulsion by a two-thirds vote of the Executive Committee.

Section 8.03. Due Process. No Active or Associate member shall be expelled or deprived of any privilege without due notice and formal charges having been made and an opportunity having been given to be heard in its defense at a duly noticed hearing before the Executive Committee with the right to be represented by counsel. Decisions of the Executive Committee are final and binding.

ARTICLE IX
Dues

Section 9.01. Dues. The yearly dues for Membership shall be fixed by a majority vote of the Executive Committee and may be changed at any Regular Meeting of the Executive Committee.

Section 9.02. Payment. Dues are payable on the first of February of each year.

Section 9.03. Delinquency. Failure to pay such dues by April first of each year shall preclude any delinquent Member from representation at any meeting of the CSGA and may bar its members from the privilege of entering competitions sponsored by the CSGA.

ARTICLE X
Nominations

Section 10.01. Nominations. The President shall appoint annually a Nominating Committee consisting of five persons including a Chairman who shall be the Immediate Past President of the CSGA and four members who shall be members of the Board of Directors. Nominations for elective officers shall be made by the Nominating Committee at least forty-five days prior to the Annual Meeting. The Secretary shall mail to all of the Active Member Clubs of the CSGA a list of the nominations for elective officers at least fifteen days prior to the date of the Annual Meeting.

Section 10.02. Other Nominations. Nominations may also be made by twenty Member Clubs. Such nominations must be made in writing and in the hands of the Secretary not later than ten days prior to the Annual Meeting. Notice of other nominations shall be mailed to all Clubs of the CSGA at least seven days before the Annual Meeting.

Section 10.03. Death of Nominee. In the event of the death or declination of any nominee within thirty days prior to the Annual Meeting, the Executive Committee shall have power to fill the vacancy.

Section 10.04. Vacancies. The Executive Committee by a majority vote of those members attending a meeting in person or voting by mail or phone shall fill any vacancy in the Board of Directors or the Executive Committee occurring during the year by appointing a replacement to fill the unexpired term. Such appointee shall hold office until the next succeeding annual meeting of the CSGA or until the election and qualification of a successor Director.

ARTICLE XI

Responsibilities of Committees

Section 11.01. Competitions Committee. The Competitions Committee shall consist of the President, the Vice President with assigned responsibility for competitions, the Executive Director, the Director of Rules and Competitions, the Director of Member Services, and other members who may be appointed by the President. The Committee shall prepare and submit pursuant to Article XII, Section 12.01, a schedule of competitions for the subsequent year by October 31 for the Executive Committee's review and approval. The Competitions Committee shall be responsible for the conduct of all tournaments sponsored by the CSGA and may appoint such auxiliary or sub-committees as it deems appropriate.

Section 11.02. Course Rating and Handicapping Committee. The Course Rating and Handicapping Committee shall consist of a Chairperson, appropriate CSGA staff, and a number of committee members appointed by the Executive Committee. The Committee shall be responsible for providing course rating, course measuring, and course marking services to CSGA member clubs. The Committee shall coordinate handicapping services through CSGA staff. The Committee shall act as the Course Rating Review Committee, as defined by the United States Golf Association (USGA) and as such, shall provide final evaluation of course ratings. The Committee shall be responsible for providing USGA Handicap Indexes to CSGA Member Clubs. The Committee shall provide appropriate training and educational services to Member Clubs and volunteers.

Section 11.03. Rules Committee. The Rules Committee shall be co-chaired by the Director of Rules and Competitions and the Director of Rules Education and shall consist of appropriate CSGA staff, and a number of members appointed by the Executive Committee. It shall be responsible for organizing all information and communication relative to the Rules of Golf; for recruiting, training and educating a sufficient number of Committee members to carry out the responsibilities of this Committee; for supporting the Regional Vice Presidents; for providing course marking services; for planning and conducting (1) Regional Seminars and (2) Specific Club Seminars on the Rules of Golf to support the overall objective of increasing general awareness of the Rules of Golf; through the Regional Vice Presidents, for promoting the attendance of interested Connecticut golfers at USGA Rules Seminars; and after consultation with the USGA, for making decisions on situations that are brought to the attention of the Committee. The Committee may appoint auxiliary or sub-committees as it deems appropriate.

Section 11.04. Junior Golf Committee. The Junior Golf Committee shall consist of a Chairperson, appropriate CSGA staff, and a number of members appointed by the Executive Committee. It shall be responsible for the development of the Junior Program; the development and conduct of Junior Tournaments; the selection of Junior Teams to participate in Junior Tournaments in Connecticut, New England and elsewhere; and provide information and instruction to junior golfers on the Rules of Golf and traditions of the game.

Section 11.05. Golf Hall of Fame Committee. The Golf Hall of Fame Committee shall consist of a Chairperson, appropriate CSGA staff members, and a number of committee members appointed by the

Executive Committee. The Committee shall be responsible to identify and recommend to the Executive Committee for inclusion in the Golf Hall of Fame individuals from Connecticut who have distinguished themselves in golf as persons who have achieved high ranking as players through their skill and sportsmanship or who have been active in encouraging and developing golfers and the game of golf.

Section 11.06. Other Committees. The Executive Committee shall appoint such other committees and their chairpersons as it may deem advisable from time to time and shall specify the membership of each such committee and the powers and duties to be performed by it.

ARTICLE XII

Tournaments

Section 12.01. Tournaments. The Competitions Committee shall be responsible for submitting to the Executive Committee for approval by October 31 a schedule of all subsequent year competitions outlining the dates of each tournament, the host facility, budget estimates, entry fees, tournament format, size of field, player eligibility requirements, exemptions to be given, points to be earned, prizes and awards, and any other information the Executive Committee may request.

Section 12.02. Eligibility. A person whose membership has been terminated by a Member Club shall not be eligible to compete in any CSGA tournaments. If such person thereafter joins another Member Club, such person's eligibility may be reinstated following written application to the CSGA and a hearing by the Executive Committee. Notice of such written application and hearing shall be given to the Club from which such person has been dropped.

Any member of a Member Club who has been found guilty of rules violation(s) and/or conduct which is prejudicial to the best interests or true spirit of the game of golf, after presentment of such charges, notice and due hearing before three members of the Executive Committee, selected by the President, with the right to have counsel, may be declared ineligible for competition in any tournament conducted by the CSGA. All questions regarding eligibility shall be decided by the Executive Committee whose decisions shall be final.

Section 12.03. Member Disputes. All complaints or disputes between Clubs of the CSGA shall be decided by three or more disinterested members of the Executive Committee appointed by the President.

Section 12.04. Entries. All entries for tournaments of the CSGA, including the Amateur and Open Championships, shall be subject to the approval of the Executive Director or his/her designee who shall have the authority to reject any entry which does not comply with the By-laws and/or the rules of competition for any such tournaments.

ARTICLE XIII

Indemnification

Section 13.01. Indemnification. The CSGA shall indemnify its directors, officers, employees and agents (hereinafter referred to as "Individual") as permitted by Conn. General Statute Sections 33-1117 and 33-1122 against liability incurred in a proceeding in which the Individual Defendant is made a party because he/she is or was a director, officer, employee or agent, as the case may be, if (a) the Individual Defendant acted in good faith and (b) reasonably believed (i) in the case of conduct in Defendant's official capacity with the CSGA, that such conduct was in its best interest, and (ii) in all other cases, that such conduct was at least not opposed to the CSGA's best interest; and (c) in the case of any criminal proceeding, the Individual Defendant had no reasonable cause to believe such conduct was unlawful. In no case shall the CSGA indemnify an Individual Defendant unless the determination has been made that Defendant's conduct has met the standard of conduct set in the preceding sentence, which determination shall be made in the manner required by the provisions of Section 33-1121 of the

Statute. Evaluation of the reasonableness of expenses shall be made in the same manner, in accordance with Section 33-1121(c) of the Statute. The indemnification provided by the CSGA in connection with a proceeding by or in the right of the CSGA is limited to reasonable expenses incurred in connection with the proceeding.

The CSGA shall not indemnify an Individual Defendant (a) in connection with a proceeding by or in the right of the CSGA in which the Individual Defendant was adjudged liable to the CSGA; or (b) in connection with any other proceeding charging receipt of improper personal benefit, whether or not involving action in Individual Defendant's official capacity.

ARTICLE XIV

Amendments - Construction

Section 14.01. Amendments. These By-Laws may be amended or repealed by the Board and new By-Laws may be adopted by two-thirds vote of the Board members present and voting at any regular or special meeting, provided written notice shall have been mailed to each member at least ten days prior to the meeting.

The Members of the CSGA may amend or repeal any By-Law, whether or not adopted by them, and adopt additional By-Laws by a two-thirds vote of those Members present and voting at any regular or special meeting, provided written notice shall have been mailed to each Member at least ten days prior to such meeting.

Section 14.02. Notice. Notice of any change to the By-Laws shall be sent to all Active and Associate Members immediately after adoption.

Section 14.03. Construction. The decision of the Board of Directors shall be final and conclusive with respect to all questions of construction of these By-Laws.

Adopted 5/1/98
Amended 7/11/01
Amended 7/08/03
Amended 7/06/06