

SECOND AMENDED AND RESTATED BYLAWS
of
INDIANA SENIOR WOMEN’S GOLF ASSOCIATION INC.

Article I
IDENTIFICATION

- 1.1. NAME.** The name of the organization shall be “Indiana Senior Women’s Golf Association Inc.” (hereinafter the “Corporation”)
- 1.2. REGISTERED AGENT.** The name and address of the Corporation’s Registered Agent for service of process is CCHA Registered Agent LLC, 2 N. 9th St., Noblesville, Indiana 46060.

Article II
PURPOSES

- 2.1. PURPOSE.** The purposes for which the Corporation is formed are:
- (a)** To encourage friendly competition among senior women golfers, and to hold an annual championship tournament and other golf tournaments and events as the Board of Directors shall decide from time to time.
 - (b)** To undertake and support any activities which further the purpose set forth in Section 2.01.
 - (c)** To conduct and pursue any and all matters legally allowable pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended.

Article III
MEMBERSHIP

- 3.1. MEMBERS.** The Corporation shall have three classes of membership: Golf Club, Golfer, and Emeritus.

3.1.1. GOLF CLUB OR LEAGUE MEMBERSHIP. Any Golf Club—as defined by the United States Golf Association (hereinafter “USGA”)—or Golf League—defined as a legally recognized organization that organizes golfing opportunities and competitions for league members—(hereinafter use of the term “Golf Club” also includes “Golf League”) may become a member of the Corporation as a Golf Club member if the Golf Club pays the annual membership dues as set by the Board of Directors of the Corporation. Membership is determined on a year-to-year basis and failure to pay the annual membership dues results in a prior Golf Club member no longer being a member of the Corporation.

3.1.2. GOLFER MEMBERSHIP. Any woman may become a member of the Corporation as a Golfer member if they satisfy all the following requirements:

- (a) Be fifty (50) years of age before the first day of the Corporation's annual championship tournament.
- (b) Be a member of a Golf Club in the State of Indiana that pays annual membership dues to the Corporation. Indiana Residency is not required to be eligible for membership.
- (c) Have an established USGA 18-hole handicap at an Indiana Golf Club from which her entry originates and who is a member in good standing of that Golf Club which is a member of the Corporation is eligible for participation in the Corporation's events and tournaments.
- (d) Pay the annual Corporation tournament entry fee as set by the Board of Directors of the Corporation.
- (e) Participate in the annual Corporation tournament.

3.1.3. EMERITUS MEMBERSHIP. Any woman may become a member of the Corporation as an Emeritus member if they satisfy all the following requirements:

- (a) Have previously participated in at least ten (10) Corporation golf tournaments as a Golfer member.
- (b) Pay a one-time entry fee as set by the Board of Directors.
- (c) Provide notice of intent to attend official Corporation functions by submitting an annual entry.

Emeritus members shall be allowed to partake in meals provided to Golfer members during Corporation golf tournaments. Notwithstanding the requirements listed under this Section 3.1.3, the Board of Directors shall have the authority to grant Emeritus to any individual who has made significant contributions to the Corporation.

3.2. TRANSGENDER POLICY. The Corporation will follow the guidelines and requirements adopted by the USGA with regards to transgender player participation in Corporation's events and tournaments.

3.3. MEMBERSHIP DUES AND FEES. The annual membership dues (paid by the Golf Club members), annual tournament fees (paid by the Golfer member), or any other fees for Golfer members, Golf Club members, or Emeritus members shall be determined by the Board of Directors.

- 3.4. VOTING RIGHTS OF GOLFER MEMBERS.** Golfer members in good standing, meaning meeting the requirements in Sections 3.1.2, shall have the right to vote on all matters pursuant to these Bylaws.
- 3.5. VOTING RIGHTS OF GOLF CLUB MEMBERS AND EMERITUS MEMBERS.** Golf Club members and Emeritus members shall have no right to vote on any matter related to the Corporation.
- 3.6. TERMINATION OF MEMBERSHIP.** The membership of Golf Club members, Golfer members, and Emeritus members is contingent on meeting the respective requirements of Section 3.1.1, 3.1.2, and 3.1.3, respectively. Failure to meet those requirements on an annual basis will result in a Golf Club's, Golfer's, or Emeritus's membership being terminated.

Article IV
BOARD OF DIRECTORS

- 4.1. NUMBER.** A Board of Directors shall consist of not fewer than three (3) and not more than ten (10) members. The Board of Directors shall determine the number of members that will serve as Directors. The Board of Directors shall determine the number of representatives from the Golfer members that will serve as Directors (each referred to as a "Member-Representative"), provided, however, no less than one (1) of the Director positions shall be filled by a Member-Representative. The Directors, including any Member-Representatives, shall be elected at the annual meeting by a majority vote of the Golfer members.
- 4.2. ELECTION & TERM.** Directors shall be elected by a majority vote of the Golfer members at the annual meeting of the Corporation. Each Director shall serve for a term of two (2) years. Directors may be re-elected for additional two (2) year terms upon the majority vote of the Golfer members at the annual meeting of the Corporation.
- 4.3. REMOVAL.** Directors may be removed at any time in their term by a majority vote of the Golfer members with or without cause. A Director elected by the Golfer members may be removed by the Golfer members only at a meeting called for the purpose of removing the Director. The meeting notice must state that the purpose of the meeting is the removal of the Director.
- 4.4. DUTIES.** The Board of Directors shall have general supervision of all affairs of the Corporation and shall further the Corporation's objectives and policies. The Board of Directors shall determine the annual tournament entry fee for the Golfer members, annual membership dues for the Golf Club members, and any membership fees for Emeritus members. Such rules and regulations may be adopted as deemed necessary for the proper conduct of its business. A majority of the of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall have the power to receive, and accept or reject, all applications for entry in the annual championship

tournament, or any other Corporation event, and to disqualify, with or without cause, any Golfer, at any time, either before or during any tournament by the Corporation.

Article V **OFFICERS**

- 5.1. NUMBER & TITLE OF OFFICERS.** There shall be five (5) officers of the Corporation, as determined by the Board of Directors: President, Past President, Vice President, Secretary, and Treasurer.
- 5.2. SELECTION OF OFFICERS.** The officers shall be selected by the Board of Directors. All officers shall be a Director on the Board of Directors and a Golfer member. Corporation may maintain written policies and procedures in Corporation's records to provide additional guidance to the Board of Directors for officer positions, provided, however, that Corporation is not bound by any written policies and procedures for officer selection except for these Bylaws and the Corporation's Articles of Incorporation, each as amended from time to time.
- 5.3. VACANCIES.** In the event of the death, resignation, or removal of an officer, the Board of Directors shall select a successor who shall hold office for the balance of the term of the officer who died, resigned, or was removed.
- 5.4. DUTIES OF OFFICERS.** The officers of the Corporation shall perform the duties of their office as described below and as further set forth in any written policies and procedures of the Corporation and maintained with the Corporation's records.
- 5.4.1. PRESIDENT.** The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members, appoint committees, and perform generally such duties as are incidental to the office of President or that may be required by the Board of Directors. The President shall have the power, in absence of or disability of the Treasurer to deposit in the Corporation's bank account any funds of the Corporation, and to sign checks in payment of bills. The President shall be an ex-officio member of all committees.
- 5.4.2. PAST PRESIDENT.** The Past President shall serve as an advisor to the President and the other officers and perform all duties as may be assigned by the President or the Board of Directors.
- 5.4.3. VICE PRESIDENT.** The Vice President shall serve as President in the event of the death, resignation, disability, or absence of the President. The Vice-President shall perform all the duties of the President and shall, at other times, perform such duties as may be assigned by the President or the Board of Directors.
- 5.4.4. SECRETARY.** The Secretary shall attend to the correspondence of the Corporation, keep the minutes of the Corporation, maintain the Corporation's

records, and shall perform such duties as may be assigned by the President or the Board of Directors.

5.4.5. TREASURER. The Treasurer shall be responsible for the financial affairs of the Corporation. The Treasurer shall have charge of the funds of the Corporation and shall deposit funds in such bank as the Board of Directors shall direct. The Treasurer shall pay bills when the Board of Directors have properly approved them. The Treasurer shall prepare a written annual statement of the receipts and expenditures for the year. The Treasurer shall send bills for annual membership dues to Golf Club members annually and such other mailings as are directed by the Board of Directors.

Article VI **MEETINGS**

- 6.1. ANNUAL MEETING.** There shall be an annual meeting of the Golfer members of the Corporation to be held on the second day of the annual championship tournament at such time and place as may be designated by the Board of Directors for the election of directors, for receiving annual reports, and for the transaction of such other business as may be properly considered by the membership.
- 6.2. SPECIAL MEETINGS.** Special meetings of the Golfer members of the Corporation shall be held upon the written request of a majority of the Golfer members. Upon such request, the Board of Directors shall call a special meeting. Notice of each such special meeting shall be given in writing to each member at least seven (7) days before the time thereof, which notice shall contain a statement of the time, place, and information as to the subject or subjects to be considered.
- 6.3. QUORUM.** A majority of the Golfer members of the Corporation present in person shall constitute a quorum for the transaction of business. In case there shall be less than a quorum, those present may adjourn the meeting from time to time until a quorum is present.
- 6.4. VOTING.** Each Golfer member present and in good standing shall be entitled to one (1) vote at all membership meetings. Golf Club members and Emeritus members shall not have the right to vote on any matters. Golf Club members and Emeritus members may attend the annual meeting, but notice to the Golf Club members or the Emeritus members is not required. Action at any meeting may be taken on a majority vote of those Golfer members who are present, except as otherwise provided in these Bylaws.

Article VII **FISCAL YEAR**

The fiscal year of the Corporation shall begin the first day of January of each year.

Article VIII **AMENDMENTS**

These Bylaws may be altered, amended, or repealed by the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for the purpose, without assent or vote of the members. However, the number of affirmative votes required to take any action for the alteration, amendment, or repeal of these Bylaws must be equal to a number that would constitute a majority of the full Board of Directors.