

Golf Course Superintendents Association of New England, Inc. Constitution and By-Laws

Article I

1. This organization is a voluntary association, the name of which is the Golf Course Superintendents Association of New England Inc., hereinafter The Association.
2. The Association defines a “Golf Course Superintendent” as one 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 golf courses and related equipment.

Article II Objectives

The objectives of The Association are:

1. To provide for and enhance the recognition of the Golf Course Superintendent.
2. To advance the art of greenkeeping and the science of turfgrass management; to collect and disseminate information concerning efficient and economical management of golf courses and related environmental issues through its members.
3. To further the education of its members in the science of golf course maintenance and its related fields.
4. To encourage the free exchange of ideas and experiences.
5. To advance the interests and welfare of its members.
6. To encourage the highest standards of dignity, integrity and skill in our profession.
7. To foster active cooperation and participation in all things good for our profession including Turfgrass conferences, experimental and research work, and any practice resulting in increased efficiency in golf course maintenance, and/or operation.

Article III Membership

SECTION 1. Members

1. Any one of good moral character who may desire to become a member of The Association shall present or cause to be presented to the Membership Committee an application on the form approved and supplied by the Membership Committee. The Board of Directors shall be the sole judge of an applicant’s qualification for membership. The Board of Directors of The Association shall adopt standing rules for membership, and shall have the authority to establish qualifications, rights and dues for all classes of membership.
2. All members shall be elected by majority vote of the Board of Directors.
3. All members who have joined prior to April 8, 1924 shall be deemed charter members.
4. Each applicant for Class A or Class B membership must present to the Membership Committee evidence of membership with the GCSAA and must maintain that membership thereafter.
5. When a member has completed their 25th or 50th year as a member of The Association, the President shall award the member with a 25 or 50-year pin.

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SECTION 2. Classes of Membership

1. There will be thirteen (13) classes of membership: Class AA – Life Members, Class A – Golf Course Superintendent, Class B - Golf Course Superintendent, Class C – Assistant Golf Course Superintendent, Honorary, Equipment Manager, Affiliate, Affiliate – Life Member, Friend of The Association, Associate, Retired, Student and Inactive.

SECTION 3. Class AA – Life Members

1. When a 25-year member retires as a Golf Course Superintendent or is permanently disabled, they become a Class AA – Life Member. Upon becoming a Class AA – Life Member they shall have all the privileges of The Association accorded them immediately preceding retirement or permanent disability, except the right to hold office. They shall not pay annual dues. A member with less than 25-years may become a Class AA – Life Member at the discretion of the Board of Directors.

SECTION 4. Class A – Golf Course Superintendent

1. An individual with a minimum of three years' experience as a golf course superintendent. A Class A – member shall have the right to vote at any Association meeting and shall be eligible to hold any Association office. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 5. Class B – Golf Course Superintendent

1. An individual with less than three years' experience as a golf course superintendent. He They shall have all the privileges herein granted to a Class A – member. They shall automatically qualify as a Class A – member upon serving three years as a golf course superintendent. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 6. Class C – Assistant Golf Course Superintendent

1. An individual who is an assistant to a golf course superintendent and is presently employed in such capacity. They shall be able to be elected as the Assistant Superintendent Director Member of the Board of Directors and carry a vote as such. They cannot become an Officer of The Association. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 7. Honorary Members

1. An Honorary Member may be elected by a two-thirds (2/3) vote of the Board of Directors. Only a person or a position who or which has rendered special and valuable services to The Association or to the golf course management profession shall be eligible for such election. An Honorary Member shall have all the privileges of The Association except to vote and to

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hold office. They shall pay no initiation fee or annual dues. Their membership may be cancelled at any time at the discretion of the Board of Directors by a two-thirds (2/3) vote.

SECTION 8. Equipment Manager

1. To qualify for Equipment Manager membership; an applicant shall, at the time of application, be employed as a golf course equipment manager, assistant golf course equipment manager or a golf course mechanic/equipment technician. The Equipment Manager member shall have all the privileges of The Association except to vote and to hold office. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 9. Affiliate Members

1. An Affiliate Member is a person employed by a company that is a “Friend of The Association”. They shall have all the privileges of The Association except to vote. They shall be able to be elected as the Affiliate Director Member of the Board of Directors and carry a vote as such. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 10. Affiliate - Life Members

1. When a 25-year Affiliate Member retires or is permanently disabled, they shall become an Affiliate – Life Member. They shall have all the privileges of the Association except to vote or to hold office. They shall not pay annual dues. An Affiliate Member with less than 25-years of membership may become an Affiliate – Life Member, at the discretion of the Board of Directors.

SECTION 11. Friend of the Association

1. A Friend of The Association is a company that sells a product or provides a service that is used in the maintenance of a golf course or serves to improve or enhance the well-being of the Association’s Members. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 12. Associate Member

1. An Associate Member is an individual who is involved in the growing of turfgrass and who does not qualify for membership in another category. They shall have all the privileges of The Association except to vote and to hold office. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 13. Retired Member

1. When a Class A – Golf Course Superintendent Member is no longer employed as a Golf Course Superintendent they shall be classified as a Retired Member if they have met the following criteria:

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- a. They have been a Class A member for at least five years and years as an association member combined with age equals or exceeds 75, or
- b. Must be either 55 years of age or have been a Member of The Association for at least 20 years.
2. When a member retires they shall notify The Association.
3. Retired member status can be granted at the discretion of the Board of Directors.
4. A retired member shall have all of the privileges of The Association except the right to vote or hold office and the Board of Directors shall fix annual dues.

SECTION 14. Student Members

1. A Student Member shall be a full-time student pursuing a degree in turf management or shall have completed such a degree within the previous one year and is not employed as a Golf Course Superintendent or assistant. They shall have such privileges as established by The Board of Directors except to vote and to hold office. The Board of Directors shall fix the initiation fee and annual dues.

SECTION 15. Inactive Member

1. An inactive member is an individual who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon application. The Board of Directors shall have the authority to act on such application and to place a member on Inactive Status subject to terms and conditions as the Board of Directors may specify by Standing Rules.

SECTION 16. Initiation Fees and Dues

1. The Board of Directors shall fix the initiation fee and annual dues for membership in The Association.

SECTION 17. Delinquency and Restoration

1. All Association dues shall be payable by March 1st or as otherwise designated by the Board of Directors.
2. All members whose dues or assessments are in arrears as of May 1st shall be suspended from The Association.
3. The Board of Directors may at its discretion temporarily excuse and extend time of payments of annual dues or assessments for any member who from ill health or other good cause shall be unable to make payment within the fixed time. Such members to retain their present class of membership. The Board of Directors shall review such cases annually and act on the same for the coming year.
4. Any person under suspension for non-payment of dues may be restored to good standing upon the showing of qualifications for continuation of membership and payment of dues owed.

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5. Any member who has resigned from The Association in good standing to take up another occupation, and who again becomes a Golf Course Superintendent may, upon application, be restored to good standing upon payment of current dues.

SECTION 18. Reprimand, Suspension, and Expulsion

1. Prohibited Conduct: The following conduct is prohibited for members of The Association;
 - a. Violations of The Association Code of Ethics.
 - b. Use of The Association affiliation for the purpose of promoting schemes, ideas, or objects that are detrimental to The Association or its members.
 - c. Submitting false information on an application for membership in The Association.
2. Conduct that is prohibited shall be cause for disciplinary action or expulsion from membership in The Association in accordance with the procedure set forth in Article III, Section 18 Paragraph 3 of these By-Laws.
3. Procedure for Disciplining or Expelling a Member: A member may be disciplined or expelled for good cause by a two-thirds vote of the Board of Directors. The Board of Directors shall establish by Standing Rules the procedures to be followed. An expelled member may reapply for membership no earlier than one year after the date of such expulsion, in accordance with the provision of Article III. Prior to said vote the member will be provided with notice and opportunity to be heard at a scheduled meeting.

SECTION 19. Resignations

1. Any member wishing to withdraw from The Association must submit to the Secretary/Treasurer a resignation in writing or electronically, which shall be effective as of the date accepted by the Board of Directors with dues paid to the end of the fiscal year.
2. No resignation of any member indebted to The Association shall be accepted until Association obligations have been paid in full.

Article IV Government

SECTION 1. Duties and Powers of the Board of Directors

1. The Board of Directors shall have general charge and management of the affairs of The Association.

SECTION 2.

The Officers of The Association shall consist of a President, Vice-President, Secretary/Treasurer and immediate Past President elected as provided in Article V. All officers of The Association shall be Class A or Class B members of the Golf Course Superintendents Association of America and a member of The Association.

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SECTION 3.

The Board of Directors shall consist of the aforementioned officers and five additional Directors, with one of said Directors being an Affiliate member. All of said Directors shall be members of The Association and at least two-thirds (2/3) of the Directors shall be Class A or Class B members of the Golf Course Superintendents Association of America. They shall be elected for a term of one year.

SECTION 4.

1. Officers or Directors ceasing active employment in the golf industry may serve for up to six months after cessation of employment. The Board of Directors may extend this time period.
2. Any vacancy in office shall be filled by appointment by the Board of Directors for the unexpired term.

Article V

Election of Officers and Directors

SECTION 1.

The President, with the approval of the Directors, shall within sixty days preceding the Annual Meeting, appoint a Nominating Committee of five voting members of The Association, not more than two of whom shall be members of the Board of Directors. This committee shall nominate a slate of Officers and Directors in accordance with Article IV, Sections 1, 2 and 3. The slate shall be announced in writing or electronically a minimum of thirty (30) days preceding the Annual Meeting.

SECTION 2.

Any voting member may make nominations from the floor at the Annual Meeting.

SECTION 3.

The election of the members constituting the Officers and Board of Directors shall be held at the Annual Meeting of The Association. The ballots shall be counted by two tellers appointed by the President for that purpose, neither of whom shall be a member of the Board of Directors.

Article VI

Duties of Officers, Directors, Trustees, and Auditors

SECTION 1. Duties of the President

1. The President shall be the Chief Executive Officer of The Association performing any and all duties under these By-Laws and pertaining to the office of the President.
2. The President shall preside at all meetings of The Association and the Board of Directors.

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3. The President shall call special meetings of the members of The Association as provided in Article VIII, Section 3.
4. Working closely with the Board of Directors, the President shall appoint all committees and select the chairman of each committee. The President shall fill any vacancy in such committees by appointment.
5. The President shall be an ex-officio member of all committees.
6. The President shall enforce all rules and regulations of The Association.
7. The President shall make annual reports to the Directors and to The Association.
8. The President shall perform all other such duties as properly may be required by the Board of Directors.

SECTION 2. Duties of the Vice-President

1. In the absence of the President, the Vice-President shall all perform duties of the President; and if the office of the President should become vacant, the Vice-President shall hold the office of President until the next election.

SECTION 3. Duties of the Secretary/Treasurer

1. It shall be the duty of the Secretary/Treasurer to attend all meetings of The Association and of the Board of Directors and to keep a correct record of the doings at such meetings to be read at the next succeeding meeting.
2. The Secretary/Treasurer shall be the custodian of The Association's Seal and affix it to all such written documents as required.
3. The Secretary/Treasurer shall serve as a member of the Membership Committee.
4. The Secretary/Treasurer shall keep a full and accurate account of all financial transactions of The Association, and deliver such records to a successor.
5. The Secretary/Treasurer shall make a full report of all matters pertaining to this office to the members at the Annual Meeting and the Board of Directors whenever required.
6. The Secretary/Treasurer shall serve as the chairman of the Finance Committee.
7. The Secretary/Treasurer shall serve as a Trustee of the Troll-Dickinson Trust. Service as a Trustee will continue as long as this person continues as a member of The Association's Board of Directors as Secretary/Treasurer.
8. The Secretary/Treasurer shall perform all other duties as may properly be assigned by the Board of Directors.

SECTION 4. Board of Directors

1. All decisions of the Board shall be by majority vote of those present.
2. In addition to any and all powers conferred upon the Board by law, and by these By-Laws, without in any manner limiting or modifying such powers, grant to the Board the following authority:
 - a. To verify the qualifications for membership referred to the Board by the Membership Committee in accordance with Article III, Section 1, Paragraphs 3 and 4 with final authority to accept or reject any such membership application.

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- b. To hear and determine charges made against any member, and have authority to reprimand, suspend or expel any member in accordance with Article III, Section 18 and Paragraph 3.
- c. To assist the President in appointing a Nominating Committee, Standing Committees, and any other committees as in their judgement are necessary and through a Finance Committee, to establish an annual budget for each committee.
- d. To remove a Director from the Board for cause. The absence of a Director from three consecutive meetings of the Board without permission of the Board or President shall be considered sufficient cause for removal.
- e. To choose a successor who shall hold office for the unexpired term in the event of a vacancy in any elected office in The Association.
- f. To direct the President to call special meetings of The Association in accordance with Article VIII, Section 3.
- g. To appoint trustees or successor trustees of the Golf Course Superintendents Association of New England Scholarship and Benevolent Charitable Trust (the "S&B Trust").
- h. To appoint trustees or successor trustees of the Professor Joseph Troll and Professor Lawrence S. Dickinson Trust (the "Troll/Dickinson Trust").
- i. To review and consider for approval any accounts rendered by the Trustees of the Trust(s).

SECTION 5. Trustees

1. The Trustees of the Golf Course Superintendents Association of New England Scholarship and Benevolent Charitable Trust and the Professor Joseph Troll and Professor Lawrence S. Dickinson Trust shall manage any funds or property of The Association placed in their hands for such management by vote of the members or Directors. These funds shall be distributed as determined by the Trust(s) or as amended.

SECTION 6. Auditors

1. The records of The Association shall be audited every two years and the report rendered to the Secretary/Treasurer.

Article VII Committee

SECTION 1

1. The President, working closely with the Board of Directors, shall appoint the Standing Committees and other committees.
2. Vacancies in committees shall be filled by appointment by the President.

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3. No committee shall have the right to obligate The Association in any way or in any sum in excess of the specific budgeted amount established for its use for the current year by the Finance Committee.
4. All committees shall report on their activities to the Board of Directors whenever requested and are at all times under the direct supervision and control of the Board.
5. The President, for the advancement of The Association, shall construe nothing herein contained to prohibit the appointment of other committees or task groups.

SECTION 2. Standing Committees

1. The Standing Committees shall be as follows:
 - a. Membership
 - b. Finance
 - c. Education
 - d. Golf
 - e. NEWSLETTER
 - f. Government Relations
 - g. Scholarship and Benevolence/Welfare
 - h. Troll-Dickinson
 - i. Affiliate/Friends

SECTION 3. Duties and Responsibilities

1. **Membership Committee.** This committee shall have the authority to investigate the desirability and fitness of every applicant for membership and report its findings to the Board of Directors. It shall be its duty to prepare the necessary membership application forms and to encourage new memberships.
2. **Finance Committee.** This committee shall have general supervision of the financial affairs and formulate the financial policies of The Association. It shall prepare and present to the Board of Directors a proposed budget for all committees, including expenses of the President or other designated representative to the GCSAA Conference and Trade Show for the ensuing year, recommending specific appropriations for each standing committee.
3. **Education Committee.** This committee shall have general supervision of the educational affairs of The Association. It shall plan an educational program for the year, arrange for meeting places except the regular meetings in the summer which shall be the responsibility of the Golf Committee.
4. **Golf Committee.** This committee shall schedule tournaments of The Association and award all prizes. The Golf Committee shall administer the USGA, GHIN System. It shall maintain an up-to-date handicap list of all players of The Association.
5. **NEWSLETTER Committee.** This committee shall be responsible for publishing The Association pamphlet known as the NEWSLETTER and shall cover the doings of The Association, coming events and meetings, and matters pertaining to golf course maintenance of interest to its members. It shall operate within the budgetary allowance established by the Finance Committee and approved by the Board.
6. **Government Relations.** This committee shall represent, promote and advocate

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for The Association regarding policies, laws, regulations and other developments that may affect The Association, including to:

- a. Promote communication between The Association and various State legislators and agencies.
- b. Keep changes in Federal and State legislation in the forefront of membership awareness.
- c. Inform the membership regarding changes or proposed changes to local, state or federal regulations.

7. Scholarship and Benevolence/Welfare Committee. The committee shall consist of the Trustees of the Golf Course Superintendents Association of New England Scholarship and Benevolence Charitable Trust. The purpose of this committee shall be to establish and maintain a Scholarship and Benevolence Fund to support scholarships and financial aid.

- a. The Trustees shall disburse funds as dictated by the trust document.

8. Troll-Dickinson Committee. The committee shall consist of the Trustees of the Professor Joseph Troll and Professor Lawrence S. Dickinson Trust. The purpose of this committee shall be to establish and maintain a Fund to support the science of turf management.

- a. The Trustees shall disburse funds as dictated by the trust document.

9. Affiliate/Friends Committee. This committee will consist of three Affiliate members. The Committee chair shall serve as the Affiliate Director. One Affiliate member will be elected to the Committee each year for a three-year term.

- a. This committee shall act as a vehicle to bring Affiliate/Friend issues to the Board of Directors.
- b. Affiliate/Friend Committee shall submit one Affiliate member name to the Nominating Committee.

Article VIII Meetings

SECTION 1

Regular meetings of The Association shall be held on dates approved by the Board of Directors.

SECTION 2

Annual Meeting. The first regular meeting of The Association after December 31 (the end of The Association fiscal year) shall be the Annual Meeting. It shall be held at a place to be determined by the Board of Directors for the purpose of electing officers and directors and for the transaction of business, which may properly be brought before the meeting for action. Notice of the Annual Meeting shall be sent in writing or electronically to each member at least ten (10) days before the date of the meeting.

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SECTION 3

Special meetings of The Association shall be called by the President at any time when directed to do so by the Directors, or by five (5) voting members upon a written or electronic request to the Board of Directors.

SECTION 4

The Annual Meeting of the Board of Directors shall precede the Annual Meeting.

SECTION 5

Regular meetings of the Board of Directors shall be held at a place to be designated by the President and on such dates as shall be determined by the Board.

SECTION 6

Special Board meetings may be convened by the President's own initiative or upon request of five members of the Board. Notice of such meetings of the Board shall be sent in writing or electronically to all Directors not less than three days before the date of such meeting and shall state the purpose thereof. In special emergency cases, notification of the meeting may be made by telephone to all Directors.

SECTION 7

Quorum of Association Meetings. In order to have a quorum at any meeting of The Association there shall be at least fifteen (15) voting members present.

SECTION 8

Quorum of Board of Directors Meetings. At any meeting of the Board of Directors five (5) members of the Board of Directors constitute a quorum, except in expulsion or suspension proceedings when a quorum shall be seven (7) members of the Board of Directors.

SECTION 9

Order of Business. The order of business at all meetings of The Association and Board of Directors shall be as follows:

1. Call to order
2. Reading of minutes of previous meeting
3. Reading of Communications
4. Reports of Officers and Committees

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5. Unfinished business
6. New business
7. Good of The Association
8. Election of Officers and Directors at the Annual Meeting
9. Adjournment

Article IX Assessments

Assessments shall only be made for actual needs and shall require a vote of the Board.

Article X Fiscal Year

The fiscal year of The Association shall end December 31.

Article XI Standard Operating Procedures

The Board of Directors shall formulate all Association standard operating procedures.

Article XII By-Law Amendments

1. These By-Laws may be amended by a two-thirds (2/3) vote of the voting members present at any regular meeting of The Association providing the amendments are held over for one meeting and the proposed amendments are included in written or electronic notice of said meeting.
2. Before proposed By-Law amendments are presented to the membership for a vote, they must be submitted to the Golf Course Superintendents Association of America to be reviewed for conformity with the policies of the Golf Course Superintendents Association of America. The Association shall furnish the Golf Course Superintendents Association of America with a copy of the amended By-Law within thirty (30) days of their approval by the membership.

Article XIII Indemnification

The Association shall indemnify any and all persons who serve or who have served at any time as officers or directors, and their respective heirs, paid administrators, successors and assigns, against any and all expenses, including amounts paid upon judgements, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being, or having been, an officer or director of this Association,

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except in relation to matters as to which any such officer or director, or former officer or director, shall be adjudged in any action, suit, or proceeding to be liable for those acts and omissions arising out of his willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled including such immunities under any law, By-Law agreement, or otherwise.

Article XIV Severability

The provisions of this By-Law are severable. If any provision of the By-Law is held invalid, the other provisions of the By-Law shall not be affected thereby. If the application of the By-Law or any of its provisions to any person or circumstance is held invalid, the application of the By-Law and its provisions to other persons and circumstances shall not be affected thereby.

Article XV Number

Words importing the singular number may extend and be applied to several persons or things; words importing the plural number may include the singular.

Article XVI Parliamentary Authority

The rules contained in Robert's Rules of Order, newly revised, shall govern The Association in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws and special rules of order The Association may adopt.

Article XVII Dissolution

In the event of the dissolution of The Association, after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with Internal Revenue code concerning its exempt status or in accordance with State Law. The Board of Directors shall make the decision of distribution.

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