



Bylaws

THE golf League for professional women.

Bylaws

Indy Women's Golf League, Inc.
An Indiana Nonprofit Corporation

ARTICLE I General Provisions

Name

The name of the Corporation is Indy Women's Golf League, Inc. (herein sometimes referred to as "IWGL" or the "League"), an Indiana mutual benefit corporation established under the Indiana Nonprofit Corporation Act of 1991, Indiana Code Title 23, Article 17 (the "Act").

Purpose

1. To afford an opportunity to bring professional and working women together for the purpose of networking.
2. To encourage conformance to the USGA Rules of Golf and to promote and conserve the best interests and true spirit of the game of golf.
3. To maintain a uniform system of handicapping based on the USGA Handicap System.
4. To provide an authoritative body to govern and conduct club activities.

Principal & Registered Office

The principal office of the Corporation shall be located at 5625 Kingsley Drive, Indianapolis, IN 46220, or at such other location as may be designated by the Board of Directors from time to time.

The Corporation's registered office as required by Section 6-1 of the Act may be, but need not be, identical with the principal office. The Corporation's initial registered office shall be located at 5625 Kingsley Drive, Indianapolis, IN 46220. Such address may be changed from time to time in accordance with the Act (IC 23-17-6-2).

The Corporation may have offices at such other places, either within or without the State of Indiana, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II Membership

Qualifications and Rights of Members

League membership shall be available to all women with a reasonable and regular opportunity to play golf on a weekly basis within Indianapolis and surrounding areas. Membership is for a period of one year expiring March 1 of each year. Membership confers no special privileges in connection with any golf course. There shall be two classes of members:

Full-Time Members: Women who have registered as Full-Time Members, have paid both IWGL League Fees and green fees for an IWGL participating course for the current season, and return scorecards to the designated place or person for their assigned course. Full-Time Members play weekly as individual players competing with other individual golfers on a USGA 9-hole handicapped basis, in teams of two (2) players or a pairing. Full-Time Members may be eligible to win a weekly prize as announced from time to time.

Sub-Only Members: Women who register as a Sub-Only Member and have paid IWGL League Fees for the current season. Sub-Only Members are not required to pay season green fees, but may register to substitute at one or more League courses for any Full-Time Member who is unable to play on an IWGL play date under rules and procedures established by League Board designates for each season. Sub-Only Members are eligible to participate in all League events and compete in League tournaments, but are not eligible to win weekly prizes.

Fees

An annual League Fee as established by the Board of Directors from time to time, to be paid in the spring or prior to League play, is required for membership and participation in the League as either a Full-Time Member or Sub-Only Member.

Each Full-Time Member is obligated to pay the full amount of the season green fees for her assigned course in advance per the pre-determined schedule. In the event a Sub-Only Member plays for a Full-Time Member, the fees are considered paid by the Full-Time Member. If a Full-Time Member is forced to discontinue play during a season, the discontinued Full-Time member should find an alternate for the remainder of the season.

ARTICLE III Leadership

League Board

Powers and Authority: The business and affairs of the Corporation shall be managed by its Board of Directors (“League Board”). Except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all corporate powers of the Corporation shall be vested in and exercised by or under the authority of, the League Board.

Directors: The League Board shall consist of the Corporation’s current Officers and up to seven At Large Directors, all of whom shall be elected as set out in Article V. The Past President and Course Directors shall be non-elected and non-voting members of the Board. All Directors must have been Full-Time Members for at least one League season. The number, composition, and qualifications of Directors may be changed from time to time by vote of two-thirds of the Board. Directors shall serve without compensation for their services as such, but the Board in its discretion may pay or reimburse expenses incurred by Directors in the performance of their duties to the Corporation.

Duties: Directors who are League Officers shall have the duties assigned to their respective offices as set out below. At Large Directors shall be assigned to a committee and shall have such powers and perform such other duties as the President or League Board from time to time assigns. The Past President and Course Directors shall act as non-voting advisors to the Board and shall perform such other duties as the President or League Board from time to time assigns.

Any Officer or other Director may resign at any time by written notice to the Board. Any Officer or other Director may be removed by the Members at any time with or without cause in accordance with the Act (IC 23-17-12-8) or by vote of a majority of the remaining Directors if the Board reasonably believes that such Director has engaged in fraudulent or dishonest conduct or failed to discharge her duties as a Director in accordance with the standards of conduct in the Act. If removal of a Director is proposed, all Directors (including the Director proposed to be removed) shall receive at least 10 days written notice of the meeting at which such removal is to be voted upon, and the Director proposed to be removed shall be entitled to appear and be heard by the Board at such meeting.

Officers

All Officers must have been Full-Time Members of the League for at least one League season. Each Officer shall hold office for a term of one year beginning on November 1 and ending October 31, subject to removal by the League Board or her earlier death, resignation, termination of membership, or other disqualification, or until her successor has been elected and qualified.

President: The President shall be the chief executive officer of the Corporation and shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned by the Board. The President shall preside at all meetings, shall see that all orders, resolutions and policies of the League Board are carried into effect, and shall have general and active supervision over the activities of the League. The President may execute in the name of the Corporation any documents and instruments, except in cases where such execution is expressly delegated by the Board or these Bylaws to some other Officer or otherwise required by law.

First Vice President: The First Vice President shall perform the duties and exercise the powers of the President during the President's absence or disability or in the event of her death, inability or refusal to act, and when so acting shall have all the powers and duties of the President. The First Vice President shall be responsible for rules education at the Orientation (Spring) Meeting and throughout the playing season, shall be authorized to endorse necessary funds in the League name, and shall perform such other duties as the President or League Board from time to time assigns. The First Vice President may execute in the name of the Corporation any documents or instruments authorized by the Board, except in cases where such execution is expressly delegated by the Board or the President to some other Officer or otherwise required by law.

Vice Presidents: The Corporation shall have five (5) Vice Presidents, as follows: VP Membership/Communications, VP Events, VP Marketing/Media, VP Data, and VP Courses/Scoring. Each Vice President shall be responsible for the coordination and responsibilities of their assigned committees, as applicable, and shall have such powers and perform other such duties as the President or League Board from time to time assigns. In the absence of the

President and First Vice President, or in the event of their death, inability or refusal to act, the Vice Presidents in the order of their length of service as Vice Presidents, or as otherwise determined by the League Board, shall perform the duties of the President, and when so acting shall have all the powers and duties of the President. Any Vice President may execute in the name of the Corporation any documents or instruments authorized by the Board, except in cases where such execution is expressly delegated by the Board or the President to some other Officer or otherwise required by law.

Secretary: The Secretary shall attend all meetings of the League Board and Membership and shall keep the minutes of all meetings, maintain a list of all members, and record all votes and other proceedings in a book to be kept for that purpose. The Secretary shall be responsible for the conduct of all Board correspondence, and shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. She shall have charge of the corporate minute books, records and papers of the Corporation, other than the financial records maintained by the Treasurer, and may sign such instruments authorized by the Board as may require her signature. She shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the League Board.

Treasurer: The Treasurer shall collect and have charge of all funds, receipts, and disbursements of the Corporation, shall deposit all monies in such banks and depositories as designated by the League Board, and keep full and accurate accounting of receipts and disbursements and all other financial records. She shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements, as required; and (iii) for the preparation and filing of all tax returns required by law. She shall perform such duties as usually appertain to the office of Treasurer and as may be prescribed by the President or League Board. She shall report to the Membership at each regular meeting the present standing of the League funds.

ARTICLE IV Meetings

Parliamentary Authority

The rules contained in Roberts Rules of Order –Newly Revised shall be referred to for all meetings of the League Board or Membership where they are not in conflict with these Bylaws or other rules of the League.

Board Meetings

Regular meetings of the League Board shall be held monthly during the League season and not less than quarterly out-of- season for the transaction of any business properly before the Board. The League Board shall establish the time and place for its regular meetings. Additional meetings may be called at any time by either the President or by five (5) voting Board members for any reason relating to the business of the Corporation.

Notice of Meetings: The President, the Secretary, or the Directors calling a special meeting of the League Board, as applicable, shall give notice of the time and location of each meeting by mail, electronic mail, or other reliable means, as agreed by the Board, at least five days prior to the date set for the meeting. Any Director may waive notice of a meeting, either before or after the meeting, by written waiver of notice, which shall be filed by the Secretary as part of the minutes of the meeting. Attendance at a meeting shall also constitute waiver of notice of such meeting, unless the Director attends for the express purpose of objecting to the meeting as not lawfully called or convened.

Conduct of Meetings: The President or, in her absence, the First Vice President shall preside at all meetings of the League Board. If both the President and First Vice President are absent, the Secretary shall preside at the meeting. Course Directors will be invited to Board meetings to represent their respective courses, and will attend as non-voting members. Any Director may participate in a meeting of the Board by conference call or other means of communication through which all persons participating may simultaneously hear each other. Participation by this means shall be deemed presence in person at the meeting. Unless otherwise indicated in the meeting notice, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

Quorum and Voting: A majority of the number of Directors then constituting the League Board shall constitute a quorum for the transaction of business at any meeting of the Board and, except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the League Board. In the event of a deadlock, the decision of a majority of the League Officers present at such meeting shall control.

Action without Meeting: Action taken by a majority of the Directors without a meeting is nevertheless action of the League Board if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Membership Meetings

Regular meetings of the Corporation's Membership shall be held twice annually. The Orientation (Spring) meeting shall be held in the spring prior to the commencement of League play, and the Annual (Fall) Meeting shall be held in the fall following the end of the season. Special meetings of the membership may be called by the President or by written request signed by at least ten percent (10%) of the membership who have submitted a written request to the Secretary describing the purpose for which the meeting is to be held.

Notice of Meetings: The time and place of all membership meetings shall be determined by the League Board. Notice of each meeting shall be published on the League website and sent by the Secretary to all Members by mail, electronic mail, or other reliable means, as agreed by the Board, not less than two weeks prior to the date set for the meeting. A current list of the names and addresses of Members entitled to vote at the meeting will be prepared by the Secretary and available for inspection beginning five business days prior to the meeting and continuing through the meeting.

Conduct of Meeting: The President shall preside at all meetings. In the event of the absence or disability of the President, the First Vice President shall preside. If both the President and First Vice President are absent, the Secretary shall preside at the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Membership, except as otherwise provided by law or these Bylaws.

Quorum and Voting: Twenty percent (20%) of the total Membership, (as determined by the number of women who have paid the annual League dues for that season), shall constitute a quorum at any meeting of the Membership. Members may vote only in person and not by proxy, unless otherwise specifically permitted by resolution of the Board. The vote of a majority of all votes cast on any matter other than the election of Officers and Directors shall be the act of the Membership if those present constitute a quorum.

Action without Meeting: If the Board determines it necessary to conduct a vote of the Membership on any matter and a Membership meeting cannot be held prior to the time such action is required, voting may be conducted by written ballot by mail, e-mail, electronic survey, or other means, and will be effective if the number of votes cast equals or exceeds the quorum required for a meeting and the number of approvals equals or exceeds the number of votes required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by ballot must state (a) the number of responses needed for a quorum, (b) the number of approvals needed to approve the matter, and (c) the time by which a ballot must be received to be counted.

ARTICLE V

Election and Term of Office

Election and Term of Office

Officers and At Large Directors shall be elected by the Membership at the fall Membership meeting by vote of a plurality of all votes cast. The League Board shall appoint a Nominating Committee consisting of at least three (3) Full-Time Members to prepare a slate of nominees for consideration by the Membership. All nominees must have been Full-Time Members for at least one League season. A list of nominees will be provided to all members not less than one week prior to the fall meeting. Other nominations for each office may be made from the floor by any member present and, when seconded, shall be added to the slate of nominees and voted upon in the same manner as the nominees presented by the Nominating Committee. Each member will be limited to one vote for each office and At Large position being elected. Absentee ballots must be received by the Secretary or designee prior to the fall meeting call-to-order for inclusion in the vote tally.

The Officers and At Large Directors selected by the Membership shall take office on November 1st of that same year and serve until October 31st of the following calendar year, and until their successors are duly elected and qualified following a transitional meeting of the retiring and newly elected Directors, to take place between the fall meeting and November 1st.

Vacancies

Any vacancies occurring in the League Board or in any Office from any cause between regular elections shall be filled as follows: the office of President shall be filled by the First Vice President; all other vacancies shall be filled by Members nominated by the President and approved by the affirmative vote of a majority of the remaining Directors on the League Board, even if less than a quorum.

ARTICLE VI Committees

The standing committees shall be as follows:

Membership/Communications: The Membership/ Communications Committee shall consist of Members and the Vice President of Membership/Communications who shall serve as the committee leader. The Membership/Committee shall be in charge of Membership communications including the League directory, Membership list, and alternate list.

Events: The Events Committee shall consist of League members and the Vice President of Events who shall serve as the committee leader. The Events committee shall be responsible for the success and execution of the golf scramble held at the beginning of the League season, season ending banquet, and other League events, as agreed by the League Board.

Marketing/Media: The Marketing/Media Committee shall consist of League members and the Vice President of Marketing/Media who shall serve as the committee leader. The Marketing/Media Committee shall be responsible for public relations, recruiting League members, maintaining the League website/newsletter.

Courses/Scoring: The Courses/Scoring Committee shall consist of League members, Course Directors (one for each course) and the Vice President of Courses/Scoring who shall serve as the committee leader. The Courses/Scoring Committee shall be responsible for matching and scheduling the pairs for each course and be responsible for the success of collecting and distributing accurate scores of the League every two weeks at a minimum.

Additional course-specific responsibilities of the Course Director(s) will include representing their respective course to the League Board, encouraging timely play, encouraging proper golf etiquette, and calling and communicating call of play on account of inclement weather.

The President shall appoint other committees as shall be deemed necessary and advisable. All actions taken by each Committee shall be reported in full at the next regular meeting of the League Board.

ARTICLE VII

Finances

Fiscal Year

The fiscal year of the club shall begin on the first day of November and end on the last day of October next succeeding.

Funds and Payments

The cash assets of the League shall be maintained by the Treasurer of the League in one or more accounts established for such purpose. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, or employee or employees of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Books and Records

At least two weeks prior to the fall meeting, or at any time upon request from the President or the League Board, the books and records of the League shall be reviewed by a committee of two competent persons appointed by the President or League Board. A report by this committee shall be available to any League Member upon request to the Treasurer.

ARTICLE VIII

Events & Contributions

Fund raising events or activities can be held by the League to benefit charities as deemed appropriate by the League Board. Other events may be held at the discretion of the League Board.

The League may make donations not inconsistent with law for the public welfare, for charitable purposes, and for other purposes that further the purposes for which the Corporation was formed.

ARTICLE IX

League Rules

League procedures and policies beyond the scope of these Bylaws, are to be set and governed by the League Board.

The League Board shall establish rules governing League participation, scoring and play. Additions and/or revisions to the League rules may be voted upon at any League Board meeting.

ARTICLE X

Indemnification & Insurance

Indemnity. Except as otherwise provided in these Bylaws, any person who at any time serves or has served as a Director, Officer, or agent of the Corporation (each, a "Covered Person") shall have a right to be indemnified by the Corporation to the full extent allowed by applicable law against liability and litigation expense arising out of such status or activities in such capacity. "*Liability and litigation expense*" includes costs and expenses of litigation (including reasonable attorneys' fees), judgments, settlements, penalties, fines and other expenses actually and reasonably incurred in connection with or as a consequence of any

demand, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals. In no case shall the Corporation indemnify any Covered Person under this Article in connection with a proceeding (a) in which the Director was adjudged liable to the Corporation, (b) on account of activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of the Corporation, or (c) where such Covered Person failed to meet the standards of conduct as required by the Act (IC 23-17-16-8).

Determination of Right to Indemnity. Promptly after the final disposition or termination of any matter which involves liability or litigation expense as described in this Article or at such earlier time as it sees fit, the Board shall determine whether any person is entitled to indemnification under this Article. Such determination shall be limited to the following issues: (i) whether the person to be indemnified is a Covered Person described in this Article, (ii) whether the liability or litigation expense incurred arose out of the status or activities of such persons as described above, (iii) whether liability was actually incurred and litigation expense was actually and reasonably incurred, and (iv) whether the Covered Person is disqualified from indemnification because she failed to meet the standards of conduct in the Act or because her activities, at the time taken, were known or believed to be clearly in conflict with the best interests of the Corporation.

Determination of a person's right to indemnification shall be made by a majority vote of Directors who were not parties to the action, suit or proceeding (or, in connection with "threatened" actions, suits or proceedings, who were not "threatened parties"). If at least two such disinterested Directors are not obtainable, or, even if obtainable, if at least half of the number of disinterested Directors so direct, such determination shall be made by independent legal counsel in a written opinion.

Settlements. The Corporation shall not be required to indemnify any Covered Person for amounts paid in settlement unless the settlement is consented to in writing by the Corporation, which consent shall not be unreasonably withheld. The Corporation's consent to a proposed settlement shall not constitute an agreement by the Corporation that any person is entitled to indemnification hereunder. The Corporation may waive the requirement for consent under this section as fairness and equity may require.

Advance Expenses. Litigation expense may be paid by the Corporation in advance of the final disposition or termination of any matter for which a Covered Person has been determined to be entitled to indemnification hereunder if the Corporation receives an undertaking, in writing, dated and signed by the person to be indemnified, to repay all such sums unless such person is ultimately determined to be entitled to be indemnified by the Corporation in accordance with this Article. Requests for advance payment of expenses shall be submitted in writing unless this requirement is waived by the Corporation. If deemed advisable by the Board, or if there are not at least two disinterested Directors, requests for advance payment shall be delivered for review to independent legal counsel for the Corporation, who shall have the authority to disapprove any advance payment or portion thereof for which it plainly appears that the person requesting payment will not be entitled to indemnification.

Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Covered Person against any liability asserted against or incurred by her in that capacity or arising from her status as such, whether or not the Corporation has the power to indemnify her against such liability under this Article, in accordance with the Act (IC 23-17-4-2).

Savings Clause. Any Covered Person who at any time after the adoption of this bylaw serves or has served in any status or capacity described in this Article shall be deemed to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Any repeal or modification hereof shall not affect any rights or obligations then existing. If this Article or any portion hereof is invalidated on any ground by any court or agency of competent jurisdiction, the Corporation shall nevertheless indemnify each Covered Person to the full extent permitted by the portions of this Article that are not invalidated and also to the full extent (not exceeding the benefits described herein) permitted or required by law.

ARTICLE XI

Dissolution

The League Board may dissolve the Corporation following the end of any League season (to be effective when all current League memberships have expired) by vote of a majority of the Directors then in office. Notice of the meeting at which approval for dissolution will be sought shall be delivered to all directors and shall specify that the purpose of the meeting is to consider the proposed dissolution.

The League Board may also dissolve the Corporation prior to the end of a League season by the following process:

1. The League Board must recommend dissolution to the Membership unless the Board determines that due to conflict of interest or other special circumstances the Board should not make a recommendation and communicates the basis for its determination to the Membership. The Board may condition its proposal for dissolution on any basis.
2. Notice of the meeting at which approval for dissolution will be sought shall be delivered to all Members and shall specify that the purpose of the meeting is to consider the proposed dissolution.
3. The Membership must approve the proposal by a majority of the votes cast at a meeting at which a quorum is present.

After a proposal for dissolution is adopted, the Corporation must give the notices required under IC 6-8.1-10-9, IC 22-4-32-23, and IC 32-34-1-25. Articles of Dissolution shall be delivered to the Indiana Secretary of State in accordance with IC 23-17-22-3.

Upon dissolution or final liquidation of the Corporation, the assets remaining after payment of any debts or liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, as selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located to one or more organizations organized and operated exclusively for the foregoing purposes as such court shall determine.

ARTICLE XII General Provisions

Amendments to Bylaws

Amendments to these bylaws require approval by two-thirds of the Membership present at any meeting of the Membership if those present constitute a quorum. Proposed amendments must be submitted in writing to the Secretary not less than thirty (30) days prior to a regular meeting of the Membership. The Members must be notified of such proposed amendment and its contents before or at the time notice is provided for the meeting.

Emergency Bylaws.

In accordance with IC 23-17-3-9, the bylaws set forth in this Section shall be effective only in the event that a quorum of the League Board cannot be assembled because of an extraordinary event.

In the event of any such emergency, a meeting of the League Board may be called by giving notice only to those directors whom it is practicable to reach and may be given by any practicable manner, including by publication or by radio. The Past President and Course Directors may be deemed to be Directors for the meeting as necessary to achieve a quorum.

During the emergency, the League Board may modify lines of succession or appoint alternate or temporary Officers to accommodate the incapacity or unavailability of any Director, Officer, or agent, may move the principal office or designate an alternate principal office, and may take such other actions as reasonably required based on the nature of the emergency. All other provisions of these Bylaws that are consistent with this Section shall remain effective during the emergency.

Corporate action taken in good faith in an emergency pursuant to these Bylaws and IC 23-17-3-9 to further the ordinary business affairs of the Corporation shall be binding upon the Corporation and may not be used to impose liability on any Director, Officer, or agent.

Certification

These bylaws read and approved are accepted by the current Indy Women's Golf League Membership.