
BYLAWS
OF
NEBRASKA WOMEN'S AMATEUR GOLF ASSOCIATION

~~2009 REVISION~~
(Amended and restated effective as of October 5, 2009)

ARTICLE I
OFFICES

The Association may have such offices, within the State of Nebraska, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERSHIP

Section 1. MEMBERS. Membership in the Association shall be nontransferable and divided into two classes:

a. Golf Organization Members: Any golf club located in Nebraska or formal women's golf organization or group whose activities are directly affiliated with a golf course located in Nebraska is eligible for membership.

b. Individual Members: Any woman, female at birth and age 18 and older, who resides in Nebraska or belongs to a Golf Organization Member, is eligible for membership.

Section 2. DUES. All dues for membership in the Association are nonrefundable and payable to the Association Treasurer, with the dues amounts and ~~time of payment thereof~~ applicable late fees to be determined from time to time by the Representatives. ~~Dues are as follows:~~

~~—Golf Organization Member:—————\$25.00~~
~~—Delinquent Golf Organization Member:—\$30.00~~
~~—Individual Member:—————\$10.00~~
~~—Delinquent Individual Member:—————\$15.00~~

Dues shall be due and payable October 1 of each year and shall be deemed delinquent December 31 of each year. New individual members or new Golf Organization Members may join at any time upon payment of dues. Dues will not be prorated for partial year members.

Section 3. MEMBER IN GOOD STANDING. All memberships shall be for one year, and a member in good standing is one who has paid dues.

Section 4. GOLF ORGANIZATION MEMBER REPRESENTATIVE. On or before October 1 of each year, each Golf Organization Member shall designate to the Association a Representative and an Alternate Representative, each of whom shall be a member in good standing of the Association. Each Representative shall hold office for two years and shall be elected or appointed (and vacancies filled) by procedures determined by the Golf Organization Member.

ARTICLE III REPRESENTATIVES MEETINGS

Section 1. REGULAR MEETINGS. The Representatives shall meet at least biannually, at such date, time and place as determined by the Board of Directors. The Annual Meeting of the Representatives shall be held in October and a Spring Meeting of Representatives shall be held in April. Business to be conducted at the Annual Meeting shall include election of the Officers and Directors of the Association, election of the members of the Nominating Committee, approval of the annual financial report and proposed fiscal year budget for the Association, presentation of reports from committee chairwomen, approval of any substantial changes in tournament guidelines, approval of allocation of support to the collegiate women's golf programs in the State of Nebraska, approval of allocation of support to the girls' junior golf program in the State of Nebraska, approval of allocation of monies for members to attend a USGA/PGA Workshop on Rules, approval of allocation of monies for designated members to compete in USGA Women's state team championship, and of any other business as may come before the Representatives

Section 2. SPECIAL MEETINGS. Special meetings of the Representatives may be called by the President or by the Board of Directors, or by petition of not less than 25 Representatives, with such petition being presented to the President. If by petition, the petition shall designate a time and place for the meeting and the President shall deliver notice as prescribed in Section 4 of this Article.

Section 3. PLACE OF MEETINGS. The Board of Directors may designate the place for any Representative meeting based upon a geographic rotation as determined by the Board of Directors.

Section 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of Representatives shall be delivered, either personally or by ~~hand or~~mail, electronic mail ~~or facsimile~~, to each Representative, at her ~~hand or~~latest address, electronic mail address ~~or facsimile number~~ as shown by the records of the Association, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the President or the Secretary. If mailed, such notice may be included in any regular publication mailed to members. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. VOTING. All Golf Organization Members in good standing will have voting rights, one vote per Golf Organization Member, at any meeting of Representatives. The vote of each Golf Organization Member shall be cast by its Representative (or Alternate), and Representatives may

vote in person or by proxy executed in writing by the Representative. Each Golf Organization Member may vote to elect the Officers and Directors of the Association, to amend these Bylaws, and on any matters requiring action at any duly constituted Representatives' meeting. With respect to election of Officers and Directors, each Golf Organization Member will have one vote for each position, which may not be voted cumulatively. Individual Members shall have no voting rights.

Section 6. QUORUM. One third of the Representatives shall constitute a quorum for the transaction of business at any meeting of the Representatives.

Section 7. MANNER OF ACTING. The act of a majority of the Representatives present at a meeting at which a quorum is present shall be the act of the Representatives, unless the act of a greater number of Representatives is required by law or by these Bylaws.

ARTICLE IV BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the Association shall be managed under the direction of the Board of Directors. The Board of Directors shall have full power to act on behalf of the Association as permitted by the statutes of the State of Nebraska, the Articles of Incorporation and these Bylaws, as be amended from time to time.

Section 2. COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors shall consist of the Officers of the Association, the Tournament Committee Directors and three At-Large Directors elected pursuant to these Bylaws, all of whom must be members in good standing. At-Large Directors shall each be elected by the majority of Representatives representing present at the meeting and who represent the Golf Organization Members in each of three districts in the State of Nebraska, with such districts to be fixed by the Board of Directors.

Section 3. NUMBER, TENURE AND QUALIFICATION. The number of Directors shall not be fewer than eight. The number of Directors may be increased or decreased by amendment to these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Each Director shall be elected by the Representatives and shall hold office for one year, beginning immediately upon election and shall hold office until a successor shall have been duly elected or qualified.

Section 4. REGULAR MEETINGS. A meeting of the Board of Directors shall be held in October. The Board of Directors may provide, by resolution, the date, time and place within Nebraska, for the holding of additional regular meetings of the Board of Directors without notice other than such resolution.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The persons authorized to call special meetings of the Board of Directors may fix any time and place, within the State of Nebraska, for holding any special meeting of the Board of Directors.

Section 6. NOTICE. Notice stating the date, place and hour of any regular or special meeting of

the Board of Directors shall be given at least 10 days prior to the meeting by written notice delivered personally or sent by mail, ~~either by the US mail or electronically (mail to mean by land or electronically hereafter)~~ electronic mail or facsimile to each Director at her address, electronic mail address or facsimile number as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail (~~delete "in an addressed envelope,~~) with postage prepaid. If sent by electronic mail or facsimile, such notice shall be deemed to be delivered upon transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by law or by these Bylaws.

Section 9. COMPENSATION. Directors, as such, shall not receive any stated salaries for their services, but, by Board of Directors' resolution, expenses, if any, may be allowed for performing Board of Directors-approved duties outside their communities, not including attendance at each regular or special Board of Director's meeting; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 10. VACANCIES. Any vacancy on the Board of Directors occurring for any reason shall be filled by the Board of Directors. A person elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of her predecessor in office.

Section 11. INFORMAL ACTION OF THE BOARD OF DIRECTORS. Any action of the Board of Directors required by law to be taken at a meeting, or which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, ~~shall be~~ is signed by all of the Directors.

Section 12. TELEPHONIC MEETINGS. Unless otherwise restricted by the Articles of Incorporation, with respect to any Board of Directors meeting, Directors may participate in the meeting by means of conference telephone or (~~delete "similar" and add "electronic"~~) communications equipment, provided all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 13. REMOVAL. Any Director may be removed from the Board of Directors without cause by a vote of two thirds of the Representatives who elected the Director. Removal as a Director shall

constitute removal as an Officer.

ARTICLE V OFFICERS

Section 1. OFFICERS. The Officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary, and an Executive Secretary. ~~Any two or more offices~~ No office may be held by the same person, ~~except the offices of the President and the Secretary and except the offices of the President and Vice President.~~

Section 2. ELECTION AND TERM OF OFFICE. The Officers of the Association shall be elected at the Annual Meeting by the Representatives. With the notice of the Annual Meeting to the Representatives, the Secretary shall ~~(delete "mail" and insert "include") to all Representatives~~ the Nomination Committee's slate of candidates for office. Nomination of Officers may also be made from the floor of the Annual Meeting. New offices may be created and filled at any Representatives meeting, with the term of such offices expiring upon the election and qualification of a successor. Each Officer shall hold office for a term of one year and until a successor shall have been duly elected. Officers may be re-elected, but may not be elected to the same office for more than three consecutive one-year terms.

Section 3. REMOVAL. Any Officer may be removed by (i) an affirmative vote of two thirds of the Board of Directors present, at any meeting, whenever, in its judgment, the best interests of the Association would be served by such removal, or (ii) by a vote of two thirds of the Representatives present at any meeting; provided, however, removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification due to absence without due cause from any two consecutive meetings or otherwise may be filled by the Board of Directors for the unexpired portion of the term of office.

Section 5. PRESIDENT. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors and all Representative meetings. The President may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except where the execution thereof shall be expressly delegated by the Board of Directors, by statute or by these Bylaws to some other officer or agent of the Association; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The Past President of the Association shall serve the following year as a non-voting Advisor to the Board of Directors.

Section 6. VICE PRESIDENT. In the absence of the President or in the event of her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. Any Vice President shall

perform such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 7. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws and, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of her duties in such amount and with such surety or sureties as the Board of Directors shall determine.

Section 8. SECRETARY. The Secretary shall cause the minutes of the Board of Directors, committee meetings and Representative meetings to be kept in one or more books provided for that purpose, mail, electronic mail or facsimile the minutes of each Representative meeting to each Representative, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, including the Articles of Incorporation, these Bylaws, and any other Association documents (providing a copy to any member upon request) and the seal of the Association, if any, and see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be designated by the President or by the Board of Directors.

Section 9. EXECUTIVE SECRETARY. The Executive Secretary shall act as liaison officer for the members and Representatives, keep a file of all Association correspondence, provide information, notices and dates of all Association-sponsored events to national publications and, in general, perform all duties incident to the office of the Executive Secretary and such other duties as from time to time may be designated by the President or by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors may designate and appoint one or more committees, members of which shall include at least (~~delete~~ **“two” and change to “one” Director(s)**), with the authority granted to it by the Board of Directors. No committee shall have ~~the authority of the Board of Directors~~ in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of a committee or any Director or Officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan of distribution of the assets of the Association; or amending, altering or repealing any Board of Directors resolution which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 2. **TOURNAMENT COMMITTEE.** The Tournament Committee shall schedule all Association-sponsored golf events and shall coordinate and supervise the host clubs in all aspects of planning and conducting these events. Committee Tournament Directors for NWAGA will each have a Board vote.

Section 3. **COURSE RATING AND HANDICAP COMMITTEE.** The Course Rating and Handicap Committee shall inform and consult with Golf Organization Members and individual members concerning all aspects of handicapping in accordance with the USGA Handicapping System. The Course Rating and Handicap Committee may provide information on course ratings, Golf Organization Member events, rules and other aspects of golf activities. The Course Rating and Handicap Committee shall be responsible for rating golf courses located in Nebraska.

Section 4. **MEMBERSHIP COMMITTEE.** The Membership Committee shall be responsible for the publicity requirements of the Association and shall promote the Association's relations with Golf Organization Members, Individual Members, and non-members.

Section 5. **COMMUNICATIONS COMMITTEE.** The Communications Committee shall be responsible for publication and distribution of TEE OFF TIME, the official publication of the Association, and maintain the Association website.

Section 6. **JUNIOR COMMITTEE.** The Junior Committee shall act in any way reasonably possible to assist the Nebraska Junior Golf Association and individual junior golfers in promoting interest in junior girl's golf. The Junior Chairwoman shall be the liaison to the Nebraska Junior Golf Association.

Section 7. **NOMINATING COMMITTEE.** The Nominating Committee shall consist of a Chairwoman and four members elected by the Representatives to serve a term of one year. The Nominating Chairwoman shall be chosen by the Nominating Committee members immediately following their election. The Nominating Committee shall prepare a slate of candidates for the Officers and At-large Directors of the Association to be voted on at the Annual Meeting. It may also recommend to the Board of Directors candidates for appointed Committee Chairwomen.

Section 8. **RULES COMMITTEE.** The Rules Committee or their delegates shall serve as rules officials at Association-sponsored golf events. This committee may assist in the course preparation and supervision of these events.

Section 9. **OTHER COMMITTEES.** Other committees not having or exercising the authority of the Board of Directors in the management of the Association may be designated by the Board of Directors. Except as otherwise provided in such resolution, members of each such committee may be any individuals, and the President shall appoint the members thereof. Any member of such committee may be removed by the President whenever, in her judgment, the best interests of the

Association would be served by such removal.

Section 10. TERM OF OFFICE. Each member of a committee shall continue as such until her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from the committee or ceases to qualify as a member thereof.

Section 11. COMMITTEE CHAIRWOMEN. Except for the Nominating Committee, the chairwoman of each committee shall be appointed ~~chair~~ by the ~~Board of Directors.~~ President.

Section 12. QUORUM. Unless otherwise provided in the Board of Directors resolution designating a committee, a majority of the committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 13. VACANCIES. A vacancy on any committee may be filled by an appointment made in the same manner as provided in the case of an original appointment. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors.

Section 14. REMOVAL. Any committee member appointed by the Board of Directors may be removed by (i) a vote of a majority of the Board of Directors present, at any meeting, whenever, in its judgment, the best interests of the Association would be served by such removal, or (ii) by a vote of two thirds of the Representatives, present at any meeting; provided, however, removal shall be without prejudice to the contract rights, if any, of the committee member so removed.

Section 15. RULES. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

Section 16. INFORMAL ACTION BY THE COMMITTEES. Any action of a Committee required by law to be taken at a meeting, or which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Committee.

Section 17. TELEPHONIC MEETINGS. Unless otherwise restricted by the Articles of Incorporation, with respect to any committee meeting, committee members may participate in the meeting by means of conference telephone or ~~(delete "similar" and insert "electronic")~~ communications equipment, provided all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any Officers or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or specific.

Section 2. CHECKS AND DRAFTS. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Officer or agent of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a Board of Directors' determination, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.

Section 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 5. LOANS. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or specific. No loan shall be made by the Association to its Officers or Directors.

Section 6. PROXIES FOR SECURITIES OF OTHER CORPORATIONS. Unless otherwise provided by resolution of the Board of Directors, the President or Vice President may from time to time appoint attorneys or agents to exercise in the name of and on behalf of the Association the powers and the rights which the Association may have as the holder of stock or other securities in any other corporation or entity to vote or to consent with respect to such stock or other securities; and the President or Vice President may instruct the persons so appointed as to the manner of exercising such powers and rights and the President or Vice President may execute or cause to be executed in the name of and on behalf of the Association and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as she or he may deem necessary in order that the Association may exercise such powers and rights.

ARTICLE VIII BOOKS, RECORDS AND ACCOUNTS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Representatives, the Board of Directors and proceedings of committees exercising the authority of the Board of Directors and shall keep at its registered office or principal office in Nebraska a record of the names and addresses of the Golf Organization Members entitled to vote. All books and records of the Association may be inspected by any Individual Member, Representative, or her agent, for any proper purpose at any reasonable time.

ARTICLE IX FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE X

BUDGET AND FINANCIAL OPERATION

The financial operation of the Association shall be conducted in accordance with a budget to be submitted by the ~~President~~Treasurer to the Board of Directors and Representatives for approval. The Treasurer shall present a written report of the finances of the Association at its Annual Meeting and at other times as requested by the Representatives or the Board of Directors.

ARTICLE XI INDEMNIFICATION

Section 1. Indemnification of Officers, Directors, Employees, and Agents Against Damages for Actions other than Actions by or in the Right of the Association. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person did not act in good faith and in a manner that she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her conduct was unlawful.

Section 2. Indemnification of Officers, Directors, Employees and Agents for Actions by or in the Right of the Association. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association by reason of the fact that she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by her in connection with the defense or settlement of such action or suit if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of her duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification Against Expenses and Attorneys' Fees. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in

defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by her in connection therewith.

Section 4. Determination of Right to Indemnification. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of Directors who were not parties to such action, suit or proceeding or, if such a quorum is not obtainable, or, even if obtainable, a majority of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the Representatives, if so requested by the disinterested Directors.

Section 5. Indemnification Prior to Final Disposition. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that she is entitled to be indemnified by the Association as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Directors, Representatives, or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, against any liability asserted against her and incurred by her or in any such capacity or arising out of her status as such, whether or not the Association would have the power to indemnify her against such liability under the provisions of this Article.

ARTICLE XII STAFF AND VOLUNTEERS

The Association may employ a qualified executive director and such other staff as may be appropriate to carry out the purposes of the Association. The executive director and other staff members may be members of the Board of Directors. Upon employing an executive director or other staff, the Board of Directors shall adopt written personnel policies and staff responsibilities for the Association. The Board of Directors shall annually review the performance of all staff personnel. The Association shall create, organize, train, supervise and utilize the services of volunteers to carry out its purposes whenever possible.

ARTICLE XIII

WAIVER AND NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV SEAL

The Board of Directors may provide a corporate seal inscribed with the name of the Association, the state of incorporation and the words "Corporate Seal."

ARTICLE XV AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed at any regular or special meeting of the Representatives by the vote of two thirds of the Representatives present at any such meeting. Any amendment to these Bylaws shall be presented at a meeting of Representatives (to be voted upon at the next meeting) or by written notice ~~mailed~~ sent by mail, electronic mail or facsimile to all Representatives at least 30 days prior to a Representatives' meeting. Any amendments to these Bylaws adopted by the Representatives shall become effective twenty (20) days after mailing the amendments to all members.

Section 2. Revision for non-material changes may be authorized by a vote of the Board of Directors.

ARTICLE XVI TOURNAMENT ELIGIBILITY

All entrants in Association-sponsored tournament events must be residents of the State of Nebraska, and, with the exception of qualified juniors ~~and a member of Nebraska Junior Golf Tour (NJGT)~~ (defined as any Nebraska resident girl under 18 years of age with properly established 18-hole handicap index of 20.0 or less), all entrants must be members of the Association as of May 15 for tournaments held in May and June, as of June 15 for tournaments held in July and August, and as of August 1 for tournaments held in September.

A Nebraska resident shall mean any individual who owns/rents property, resides in the state of Nebraska, or is enrolled and attending college classes in Nebraska in the current school year.

~~Article XVI was updated in April of 2006.~~

~~These Bylaws were adopted by the Incorporators on the 28th day of March, 1997.~~

~~Attest: /s/Gerry Welch, Secretary~~

ADOPTION OF AMENDED AND RESTATED BYLAWS

These Amended and Restated Bylaws were duly adopted at the Representatives Meeting on October 5, 2009, and such amendments received the vote of 2/3 of the designated Representatives of each Golf Organization Member.

These Amended and Restated Bylaws supersede the original Bylaws and ~~All~~all Amendments thereto.

Dated this 5th day of October, 2009

NEBRASKA WOMEN'S AMATEUR GOLF ASSOCIATION

by _____
President

Attested to:

by _____
Secretary

Document comparison done by DeltaView on Thursday, August 27, 2009 3:48:31 PM

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