

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**JACKSONVILLE AREA GOLF ASSOCIATION, INC.**

ARTICLE I

Purpose of Corporation

The Corporation is organized and shall be operated exclusively for charitable and educational purposes consistent with an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”), and that are described in Sections 170(c), 2055(a), and 2522(a) of the Code. More specifically, but without any limitation of the foregoing, the Corporation intends to focus its efforts on: (a) encouraging and promoting youth amateur golf, through related public instructional, educational and competitive activities; (b) further promoting interest and participation in amateur golf in the Jacksonville, Florida area, through public instructional, educational and competitive activities, to the benefit of the economy and quality of life of such area; (c) promoting cooperation among its members for the foregoing purposes (and in accordance with current rules of amateur golf as set by the United States Golf Association); and (d) encouraging, raising and directing funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, as provided above, including those providing youth scholarships and educational opportunities.

ARTICLE II

Name and Offices

1. Name. The name of the Corporation is as set forth in the Amended and Restated Articles of Incorporation of the Corporation.

2. Offices. The principal office of the Corporation shall be in Ponte Vedra Beach, Florida. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

### ARTICLE III

#### Membership

1. Powers of Members. The Members shall oversee the function of, and appoint the members of, the Board of Directors and shall have such other powers and duties as are ascribed to the Members under these Amended and Restated Bylaws (as may be later amended, the “*Bylaws*”), the Amended and Restated Articles of Incorporation of the Corporation (as may be later amended, the “*Articles*”) and the Florida Statutes.

2. Composition of the Members. The Members of the Corporation shall be any golf club or golf related organization in Northeast Florida or Southeast Georgia that (a) so requests membership, (b) is accepted as a member by vote of the Directors, (c) appoints Directors as provided herein, and (d) pays any required dues and otherwise complies with Articles and these Bylaws (collectively the “*Members*”).

3. Annual Meetings. The annual meeting of the Members of the Corporation shall be held for the purpose of reviewing and certifying the appointment of Directors as provided herein, and the transaction of such business as may properly come before the meeting.

4. Special Meeting. Special meetings of the Members may be held at the Members’ discretion.

5. Place, Time and Conduct of Member’s Meeting. Meetings may be conducted within or without the State of Florida at such time and place as the Members may determine.

6. Vote of the Members. Unless otherwise provided herein, approval of a majority of the Members shall be required to take any action of the Members.

7. No Compensation. The Members shall not receive any stated salary for their role as such.

8. Consent Without a Meeting of Members. Notwithstanding any provision contained herein to the contrary, any action of the Members, which is required or permitted to be taken at a meeting, may be taken without a meeting if written consent to the action is signed by the Members.

#### ARTICLE IV

##### Board of Directors

1. Management. The powers of the Corporation shall be exercised by or under the authority of, and the business, affairs and property of the Corporation shall be managed and controlled under the direction of the Board of Directors, which may exercise all such powers of the Corporation.

2. Number. The number of Directors shall be determined as provided in Section 3 below, and may be increased or decreased from time to time by the Directors, but shall never be less than twenty (20).

3. Term of Office, Elections and Vacancies. The initial Board of Directors hereunder shall be those individuals named in the records of the Corporation as of the adoption of these Bylaws.

Thereafter, each Member may appoint up to four (4) Directors by written submission of the names of such Directors to the Corporation as of January 1 of each calendar year and certification of such by the Corporation within ten (10) days. Each Director shall hold office for one (1) year, or until the nomination and confirmation of a successor to such Director. There shall be no limit on the number of terms a Director may serve. Further, past Presidents of the Corporation may continue as Directors with the full right to vote as long as they live. Finally,

any Director who has served a term as an Officer of the Corporation, should he no longer be appointed a Director by a Member, may continue as a non-voting member of the Board of Directors for life.

4. Resignation and Removal. Any Director may resign at any time by giving written notice of such resignation to the Member appointing such Director and to the Board of Directors. Except as provided above, any Director may further be removed by a vote of the majority of the Directors, as further provided herein.

5. Vacancies. Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by appointment of the Member with respect to which the vacancy arose and certification by the Corporation as provide herein. Any Director so elected by the Board of Directors shall hold office for the remainder of such calendar year, or until the election and qualification of a successor to such Director, as provided herein.

6. Executive Committee. There shall be an Executive Committee of Directors composed of the President, Vice President - Administration, Vice President - Tournaments, Treasurer, and Secretary of the Corporation. The Executive Committee has and may exercise the powers of the Board of Directors in the absence of a meeting of the full Board of Directors. The Executive Committee shall report to the Board of Directors at each meeting on any actions taken since the previous Board of Directors meeting.

7. Nominating Committee; Election of Officers. There shall also be a Nominating Committee consisting of the President, two immediate past Presidents, or the most recent three past Presidents available, and two appointees from the Board of Directors, which shall convene each year to recommend a slate of candidates for Officers to serve a minimum of a one year term. Those nominated are announced at the November meeting and at the December meeting,

along with any nominations from the floor, the election of Officers takes place. Those Officers so elected are seated as of January 1 the following year.

8. Other Committees. The President may appoint, from the Directors, standing or temporary committees and vest such committees with such duties and powers as he/she may see fit. Committees shall keep regular minutes of their meetings, which are recorded in books kept for that purpose by the Corporation. All such meetings shall be reported to the Board of Directors at their next meeting.

9. Regular Meetings. The annual meeting of the Board of Directors of the Corporation shall be held for the purpose of receiving and certifying the appointment of new Directors and the transaction of any such business as may properly come before the meeting. Further meetings shall be held during the year on a monthly basis, except as otherwise provided herein.

10. Special Meetings. Special meetings of the Board of Directors may be called by the President and Directors appointed by at least three (3) Members.

11. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing, personal delivery or e-mail of the notice at least ten (10) days before such meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. At any meeting at which every Director shall be present, even though without any notice of waiver thereof, any business may be transacted, and the Directors presence shall be his waiver of notice.

12. Place, Time and Conduct of Directors' Meeting. Meetings may be conducted within or without the State of Florida at such time and place as the Directors may determine. Directors may participate in a meeting by any means of communication permitted by the Florida

Not For Profit Corporation Act. Unless provided otherwise by the President or Board of Directors, the order of business at all meetings shall be: (a) roll call; (b) Secretary's report; (c) Executive Secretary's report; (d) Treasurer's report; (e) old and new business; (f) elections; (g) announcement of the date, time and place of the next meeting; and (h) adjournment.

13. Quorum. At all meetings of the Board of Directors, the presence of twenty (20) or more Directors representing at least twenty (20) Members or more is required at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting where a quorum is present is the act of the Board of Directors, except as may be otherwise specifically provided by statutes, by the Articles of the Corporation, or by these Bylaws.

14. Contracts and Services. The Member, Directors and Officers of the Corporation may (a) be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and (b) freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals or as trustees of trusts, or as agents for other persons or corporation, or may be personally interested in the same matters; PROVIDED, HOWEVER, any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or officers are personally interested, shall be at arm's length and not violate the prescriptions in the Articles against the Corporation's use or application of its funds for other than an exempt purpose; AND PROVIDED FURTHER, that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction, or would result in the denial of the tax exemption under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

15. Compensation and Expenses. Directors shall not receive any stated salary for their services as such but, by resolution of the Board, reimbursement of reasonable expenses may be allowed.

16. Conflict of Interest Policy. The Board of Directors shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and principal officers in accordance with rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

17. Powers. All corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors shall operate the Corporation in accordance with the guidelines set forth by the Members, the Articles and these Bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers, in accordance with law, as they may see fit.

18. Incapacitated Persons as Directors. Any person who is incapacitated, as defined in Section 4 of Article VII, shall not serve as a Director. If a Director becomes incapacitated during his or her term, his or her term shall thereupon immediately terminate. Any vacancy in the Board of Directors arising by reason the incapacity of a Director shall be filled in the manner provided in Section 5 of this Article IV.

19. Consent Without a Meeting of Board of Directors. Notwithstanding any provision contained herein to the contrary, any action of the Board of Directors or of any Committee thereof, which is required or permitted to be taken at a meeting, may be taken without a meeting if written consent to the action is signed by all of the members of the Board or Committee, as the case may be, and is filed in the minutes of the proceedings of the Board of Directors prior to the taking of such action.

## ARTICLE V

### Officers

1. Officers. The officers of the Corporation shall consist of a President, Secretary, Vice President – Administration, Vice President – Tournaments, and a Treasurer, and such other officers and assistant officers as may be provided in, or elected according to, these Bylaws. The Board of Directors may elect or appoint such other officers as it deems desirable. Such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person.

2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the December meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. New offices may be created and filled at any meeting of the Board of Directors.

3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Directors may elect an officer to fill such vacancy; the officer so elected shall hold office and serve until the next December meeting of the Board of Directors, as provided above, and until the election and qualification of such officer's successor.

4. President. The President is the Chief Executive Officer of the Corporation and presides at all meetings of the Board of Directors, and in the recess of the Board of Directors, has general control and management of the business affairs of the Corporation. The President is a member of the Executive Committee and is an ex-officio member of all standing committees and shall do and perform such other duties as may be assigned him/her by the Board of Directors.



5. Vice President - Administration. At the request of the President, or in the event of the President's absence or disability, the Vice President - Administration shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the President or Board of Directors.

6. Vice President – Tournaments. The Vice-President - Tournaments is responsible for the overall operation of the Corporation's golf tournaments, as may be further directed by the President or Board of Directors.

7. Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors and perform such other duties as may be requested of him/her by the Board of Directors or President.

8. Executive Secretary. The Executive Secretary is appointed by the Executive Committee and approved by the Board of Directors. The Executive Secretary conducts the official correspondence of the Corporation, is responsible for the serving of all notices of meetings and other notices of the Corporation, is responsible for the official records of the Corporation and performs such other duties as the Board of Directors or President may direct.

9. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors and the express limitations on the Directors herein. The Treasurer may be required to give bond for the faithful performance of duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other

officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall enter regularly on the books of the Corporation to be kept by the Treasurer for the purpose of maintaining a full and accurate account of all moneys and obligations received and paid or incurred for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. The Treasurer shall, in general, perform the duties incident to the officer of Treasurer, subject to the control of the Board of Directors. Finally, the Treasurer shall make monthly financial reports to the Board of Directors.

10. Webmaster. The Webmaster maintains the Corporation's website in a current form, posting such approved information as provided for publication, monitoring traffic to the site, and making sure all associated webpage costs are paid in a timely manner.

11. Scholarship Chairman. The Scholarship Chairman is responsible for the satisfactory operation of the scholarship program to provide funds and select candidates for scholarships provided by JAGA Charitable Trust and the Gabe Summers Scholarship Fund, in coordination with the Board of Trustees of such JAGA Charitable Trust.

12. Administrative Assistant. The Administrative Assistant is appointed by the Executive Committee. The Administrative Assistant coordinates the administrative functions of the Corporation with the appropriate Officers and any others designated by the Executive Committee (i.e., tournament chairs.) The Administrative Assistant reports to the Executive Secretary.

13. Assistant Officers. The Board of Directors may appoint one or more assistants to any officer other than the President or Vice President, which assistant officer shall have all power and authority of the officer for whom such individual is an assistant, in the absence of such officer. For example, the Assistant Treasurer shall have the same responsibilities as the Treasurer and acts in behalf of the Treasurer when asked by the President or Board of Directors.

14. Compensation and Expenses. The officers shall not receive any stated compensation for their services as such, however reasonable out-of-pocket expenses may be reimbursed with appropriate documentation.

15. Removal. Any officer may be removed from office by the affirmative vote of a majority of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for any other reason deemed appropriate by the Board of Directors. Any officer proposed to be removed shall be entitled to notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting in accordance with any applicable provisions of these Bylaws, the Articles, or with any laws of the State of Florida or the United States of America.

16. Delegation of Authority. In the case of any absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board of Directors or President may delegate some or all the powers or duties of such officer to any other officer or to any Director or agent for whatever period of time seems desirable.

## ARTICLE VI

### Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

## ARTICLE VII

### Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.
2. Relation to Amended and Restated Articles of Incorporation. These Amended and Restated Bylaws are subject to, and governed by, the Amended and Restated Articles of Incorporation of the Corporation.
3. Gender. Pronouns of any gender or singular number used in these Amended and Restated Bylaws shall be deemed to include any other gender or the plural, when the same are required in these Bylaws.
4. Incapacitated. For purposes of these Bylaws, an individual shall be considered “incapacitated” and/or considered to have an “incapacity” when either of the following occur:
  - (a) within a thirty-day (30) period, two (2) doctors licensed to practice medicine, psychology, or counseling in the individual’s state of residence declare, in notarized affidavits, that it is their opinion that the individual is unable to manage properly his or her affairs because of mental or physical reasons; or
  - (b) a court of competent jurisdiction determines that the individual is legally incapacitated.

After an individual has been considered incapacitated according to this Section, such individual shall continue to be so considered until the earlier of the date that: (i) two (2) doctors licensed to practice medicine, psychology, or counseling in the individual's state of residence declare, in notarized affidavits made within a thirty (30) days of one another, that it is their opinion that the individual is able to manage properly his or her affairs; or (ii) a court of competent jurisdiction determines that the individual has ceased to be legally incapacitated.

#### ARTICLE VIII

##### Prohibition Against Sharing in Corporate Earnings

No Member, Director, Officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

#### ARTICLE IX

##### Exempt Activities

Notwithstanding any other provision of these Amended and Restated Bylaws, no Member, Director, Officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE X

Amendments

These Bylaws may be altered, amended, and repealed by a vote of Directors representing two-thirds (2/3) of the Members, with one (1) vote with respect to each Member, as provided herein. For these purposes, (a) the Directors representing each Member shall vote regarding such matter to determine the one (1) vote with respect to such Member, (b) the majority vote of such Directors representing a Member shall thus constitute the one (1) vote with respect to such Member, and (c) any such tie among the Directors representing a Member shall constitute one (1) vote in the negative with respect to such Member. Notice of the proposed action must be included in the notice of the meeting and given at least ten (10) days prior to such meeting, or the requirement for such notice must be waived by Directors representing a majority of the Members represented at the meeting (collectively limited to one (1) vote per Member, as provided above).

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