

BY-LAWS OF THE OZARK TURF ASSOCIATION

ARTICLE I - NAME

THE NAME OF THE ASSOCIATION SHALL BE THE *Ozark Turf Association*, WITH ITS PRINCIPAL OFFICE AT 3236 *West Village Lane*, CITY OF *Springfield*, COUNTY OF *Greene*, STATE OF *Missouri*.
THE ASSOCIATION MAY HAVE SUCH OTHER OFFICES AS MAY FROM TIME TO TIME BE DESIGNATED BY ITS MEMBERS OR EXECUTIVE COMMITTEE.

ARTICLE II - PURPOSE

THE PURPOSE OF THE ASSOCIATION SHALL BE TO PROVIDE FOR AND ENHANCE THE RECOGNITION OF THE GOLF COURSE SUPERINTENDENT AS A PROFESSIONAL, AND TO COLLECT AND DISSEMINATE INFORMATION TO ASSIST OUR MEMBERS IN PROVIDING FOR BETTER MAINTENANCE AND CONSTRUCTION OF GOLF COURSES.

ARTICLE III - MEMBERSHIP

SECTION 1. APPLICATION FOR MEMBERSHIP

APPLICANTS FOR MEMBERSHIP SHALL BE APPROVED BY THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS SHALL BE THE SOLE JUDGE OF AN APPLICANT'S QUALIFICATIONS FOR MEMBERSHIP. THE BOARD OF DIRECTORS SHALL ADOPT STANDING RULES FOR MEMBERSHIP, AND SHALL HAVE THE AUTHORITY TO ESTABLISH QUALIFICATIONS, PRIVILEGES AND DUES FOR ALL CLASSES OF MEMBERSHIP.

SECTION 2. CLASS OF MEMBERSHIP

CLASS A: ANY PERSON OF GOOD CHARACTER WHO AT THE TIME OF APPLICATION FOR MEMBERSHIP HAS SERVED AS A GOLF COURSE SUPERINTENDENT FOR MORE THAN 3 YEARS AND IS CURRENTLY EMPLOYED IN SUCH CAPACITY.

CLASS B: ANY PERSON OF GOOD CHARACTER WHO AT THE TIME OF APPLICATION FOR MEMBERSHIP HAS LESS THAN 3 YEARS AS A GOLF COURSE SUPERINTENDENT AND IS CURRENTLY SERVING IN THAT CAPACITY.

CLASS C: ANY PERSON OF GOOD CHARACTER WHO AT THE TIME OF APPLICATION FOR MEMBERSHIP IS CURRENTLY EMPLOYED AS AN ASSISTANT TO A GOLF COURSE SUPERINTENDENT.

CLASS AA: LIFE MEMBERS: TO QUALIFY FOR LIFE MEMBERSHIP, ONE MUST: 1) HAVE RETIRED AS A GOLF COURSE SUPERINTENDENT 2) HAVE REACHED THE AGE OF 55 AND 3) MEET ONE OF THE FOLLOWING CRITERIA

- A) A VOTING MEMBER FOR 25 YEARS; OR
- B) A FORMER BOARD MEMBER; OR
- C) A CHARTER MEMBER.

CLASS E: EDUCATORS: TO QUALIFY FOR CLASS E MEMBERSHIP THE APPLICANT SHALL BE AN EDUCATOR OR EXTENSION OFFICER.

ASSOCIATE: TO QUALIFY FOR ASSOCIATE MEMBERSHIP THE APPLICANT MUST BE AN INDIVIDUAL INTERESTED IN GOLF COURSE MANAGEMENT AND/OR IN THE GROWING OR PRODUCTION OF FINE TURFGRASS.

AFFILIATE: TO QUALIFY FOR AN AFFILIATE MEMBERSHIP, AN APPLICANT MUST BE AN INDIVIDUAL, BUSINESS FIRM, OR GOVERNMENTAL BODY INTERESTED IN GOLF COURSE MANAGEMENT AND/OR IN THE GROWING OR PRODUCTION OF FINE QUALITY TURFGRASS, WHO DOES NOT QUALIFY FOR MEMBERSHIP IN ANOTHER CLASS.

HONARY: TO QUALIFY FOR HONORARY MEMBERSHIP, THE INDIVIDUAL MUST BE RECOGNIZED BY THE BOARD OF DIRECTORS FOR CONTRIBUTING IN AN OUTSTANDING MANNER TO THIS ASSOCIATION OR PROFESSION OR RELATED FIELD.

RETIRED: ANY MEMBER REACHING AGE 55 WHO IS RETIRED AND NO LONGER SEEKING EMPLOYMENT WITHIN THE SCOPE OF ACTIVITIES OF ANY MEMBERSHIP CLASS.

STUDENT: TO QUALIFY FOR A STUDENT MEMBERSHIP, AN APPLICANT MUST BE A FULL-TIME TURFGRASS STUDENT ENROLLED IN A FORMAL COURSE OF EDUCATION.

BOARD COMPOSITION REQUIREMENT:

THE CONTROL AND MANAGEMENT OF THE ASSOCIATION AND ITS AFFAIRS AND ITS PROPERTY SHALL BE ENTRUSTED TO THE BOARD OF DIRECTORS, CONSISTING OF ITS OFFICERS AND AT LARGE DIRECTORS. ALL OFFICERS AND A MAJORITY OF THE ENTIRE BOARD OF DIRECTORS SHALL BE GCSAA CLASS A OR B MEMBERS.

DUAL MEMBERSHIP REQUIREMENT:

EFFECTIVE JULY 1, 1997, ALL NEW CLASS A AND B MEMBERSHIP APPLICANTS MUST SUBMIT AN APPLICATION OF MEMBERSHIP OR EVIDENCE OF MEMBERSHIP WITH THE *GOLF COURSE SUPERINTENDENTS OF AMERICA*, AND SHALL MAINTAIN SUCH MEMBERSHIP.

ARTICLE IV - DUES & ASSESSMENTS

ANNUAL DUES REQUIRED FOR MEMBERSHIP IN THE *ASSOCIATION* SHALL BE DETERMINED BY THE VOTE OF THE ACTIVE MEMBERS ON RECOMMENDATION OF THE BOARD OF DIRECTORS. DUES MAY BE VARIED FROM YEAR TO YEAR BUT SHALL BE DETERMINED BY THE CLASSIFICATIONS OF THE MEMBERS.

ARTICLE V - CONDUCT OF MEMBERS

SECTION 1. NONPAYMENT OF DUES OR ASSESMENTS: ALL MEMBERS WHOSE DUES REMAIN UNPAID BEYOND 30 DAYS OF THE DATE SET FORTH BY THE BOARD OF DIRECTORS MAY HAVE SERVICES AND BENEFITS SUSPENDED AND MAY BE DROPPED FROM THE MEMBERSHIP ROLL OF THIS *ASSOCIATION* WITHOUT FURTHER NOTICE.

SECTION 2. PROHIBITED CONDUCT: THE FOLLOWING CONDUCT IS PROHIBITED FOR MEMBERS OF THE ASSOCIATION:

- (A) VIOLATIONS OF THE ASSOCIATION CODE OF ETHICS.
- (B) USE OF THE ASSOCIATION AFFILIATION FOR THE PURPOSE OF PROMOTING SCHEMES, IDEAS OR OBJECTS THAT ARE DETRIMENTAL TO THE ASSOCIATION.
- (C) CONDUCT UNBECOMING A MEMBER OR INIMICAL TO THE ASSOCIATION.
- (D) SUBMITTING FALSE INFORMATION ON AN APPLICATION FOR MEMBERSHIP OR ON A DUES STATEMENT.

CONDUCT THAT IS PROHIBITED SHALL BE CAUSE FOR DISCIPLINARY ACTION OR EXPULSION FROM THE MEMBERSHIP IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN SECTION 3 OF THIS ARTICLE.

SECTION 3. PROCEDURE FOR DISCIPLINING OR EXPELLING A MEMBER: A MEMBER MAY BE DISCIPLINED OR EXPELLED BY (TWO-THIRDS OR THREE-QUARTERS) VOTE OF THE BOARD OF DIRECTORS. ANY MEMBER OR APPLICANT WHO IS SUBJECT TO DISCIPLINARY ACTION WHO HAS BEEN REJECTED FOR MEMBERSHIP SHALL HAVE THE RIGHT TO NOTICE AND AN OPPORTUNITY TO BE HEARD CONCERNING SUCH REJECTION FOR MEMBERSHIP. UPON WRITTEN REQUEST FROM THE AGGRIEVED PARTY THE BOARD OF DIRECTORS SHALL PROVIDE WITHIN THIRTY(30) DAYS A WRITTEN EXPLANATION OF THEIR ACTION AND GIVE NOTICE OF A HEARING WHICH HEARING GIVES AGGRIEVED PARY AN OPPORTUNITY TO BE HEARD WITH RESPECT TO THE ACTION TAKEN. NOTICE IS TO BE IN WRITING DELIVERED BY CERTIFIED MAIL. NO HEARING SHALL BE HELD UNLESS THE AGGRIEVED PARTY GIVES NOTICE OF HIS APPEAL TO THE BOARD OF DIRECTORS ACTION WITHIN THIRTY (30) DAYS OF RECEIPT OF THE WRITTEN EXPLANATION OF THE BOARD'S ACTION TAKEN.

ARTICLE VI - VOTING

SECTION 1. VOTING PROCEDURES: BOARD OF DIRECTORS SHALL HAVE THE POWER TO ESTABLISH STANDING RULES GOVERNING VOTING PROCEDURES AT *ASSOCIATION* MEETINGS.

SECTION 2. PROXIES: VOTING MEMBERS MAY EXERCISE THEIR VOTE THROUGH THE USE OF A PROXY. PROXY MAY BE EXERCISED ON VOTES ON AMENDMENTS TO ARTICLES OF INCORPORATION, THE BYLAWS, ELECTIONS OF OFFICERS AND DIRECTORS AND ANY OTHER SUCH MATTERS AS THE BOARD OF DIRECTORS SHALL DESIGNATE.

SECTION 3. ELECTIONS: OFFICERS AND BOARD OF DIRECTORS' MEMBERS WHOSE SUCH OFFICES EXPIRE SHALL BE ELECTED ANNUALLY AT A TIME AND PLACE OF THE REGULAR ANNUAL MEETING WHO RECEIVE A (MAJORITY) OF THE VOTES SO CAST SHALL BE ELECTED.

ARTICLE VII - OFFICERS AND BOARD OF DIRECTORS

SECTION 1. THE AFFAIRS OF THE ASSOCIATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. IT SHALL BE THEIR DUTY TO CARRY OUT THE OBJECTIVES AND PURPOSES OF THE ASSOCIATION, AND TO THIS END THEY MAY EXERCISE ALL POWERS OF THE ASSOCIATION.

SECTION 2. QUALIFICATIONS: ONLY MEMBERS OF THE ASSOCIATION ACTIVELY EMPLOYED AS GOLF COURSE SUPERINTENDENTS SHALL BE ELIGIBLE FOR ELECTION AS OFFICERS. A MAJORITY OF THE BOARD OF DIRECTORS MUST BE MEMBERS OF GCSAA. ASSOCIATES, AFFILIATES OR OTHER COMMERCIAL LIAISON MAY BE APPOINTED TO THE BOARD OF DIRECTORS BUT MAY NOT HOLD ANY OFFICE IN THE ASSOCIATION AND MAY NOT VOTE ON MATTERS INVOLVING THE OPERATION OF THE CHAPTER.

SECTION 3. DUTIES AND POWERS OF THE BOARD OF DIRECTORS:

(A) BOARD OF DIRECTORS SHALL HAVE THE GENERAL CHARGE AND MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION AND OR A QUORUM NECESSARY FOR THE TRANSACTION OF BUSINESS SHALL NOT BE LESS THAN A MAJORITY OF SAID BOARD OF DIRECTORS EXCLUDING SUCH BOARD MEMBERS WHO ARE NOT VOTING MEMBERS OF THE ASSOCIATION.

(B) BOARD OF DIRECTORS SHALL AT THE ANNUAL MEETING MAKE A FULL REPORT OF ITS ACTIONS DURING THE PROCEEDING FISCAL YEAR AND SHALL FURTHER CAUSE TO BE MADE AN AUDIT OF THE TREASURER'S BOOKS PURSUANT TO RECONCILIATION THEREOF TO THE MEMBERSHIP AT SUCH ANNUAL MEETING. COPIES OF SUCH REPORTS SHALL BE AVAILABLE TO ALL ACTIVE MEMBERS AT SAID ANNUAL MEETING AND A COPY THEREOF OF THE ANNUAL REPORT DESCRIBING THE ACTIONS OF THE ASSOCIATION DURING THE PRECEDING FISCAL YEAR AND A SUMMARY OF THE ANNUAL CHAPTER FINANCIAL STATEMENT SHALL ALSO BE PROVIDED TO GCSAA.

(C) THE EXPENSES OF ALL MEMBERS OF THE BOARD OF DIRECTORS IN ATTENDING ANNUAL AND BOARD MEETINGS, INCLUDING TRANSPORTATION, HOTEL ROOM, RENTAL BILLS, AND A FIXED PER DIEM FEE IN AN AMOUNT TO BE DETERMINED BY THE BOARD OF DIRECTORS SHALL BE PAID BY THE ASSOCIATION UPON PREPARATION OF AN ITEMIZED EXPENSE ACCOUNT.

(D) TO ADOPT RULES AND REGULATIONS GOVERNING THE CONDUCT OF THE ASSOCIATION MANAGEMENT.

(E) TO CHAIR AND SERVE ON COMMITTEES AS ASSIGNED BY THE PRESIDENT.

(F) TO CARRY OUT OTHER DUTIES AS COMMONLY VESTED IN MEMBERS OF THE BOARD OF DIRECTORS OF AN ASSOCIATION.

SECTION 4. OFFICERS: THERE SHALL BE AN ANNUAL ELECTION WHERE THE FOLLOWING NAMED OFFICERS WHO SHALL SERVE ON THE BOARD OF DIRECTORS: PRESIDENT, VICE PRESIDENT, AND SECRETARY/TREASURER, WHO SHALL HOLD THE OFFICE FOR SUCH PERIOD AS DESIGNATED BY THE BOARD OF DIRECTORS. ONLY SUCH ACTIVE MEMBERS OF THE ASSOCIATION ARE ELIGIBLE TO SERVE AS OFFICERS OF THE ASSOCIATION.

TERMS. DIRECTORS SERVE FOR A PERIOD OF THREE YEARS. THE PRESIDENT, VICE-PRESIDENT AND SECRETARY SHALL HOLD THEIR RESPECTIVE OFFICES FOR A PERIOD OF ONE YEAR OR UNTIL THEIR SUCCESSORS ARE ELECTED. NO PERSON SHALL HOLD THE OFFICE OF PRESIDENT FOR MORE THAN THREE SUCCESSIVE TERMS.

SECTION 5. DUTIES OF THE PRESIDENT:

- (A) PRESIDE OVER ALL BOARD OF DIRECTORS AND ANNUAL MEETINGS.
- (B) TO APPOINT ALL COMMITTEES.
- (C) TO HIRE, FIRE, AND SET WAGES FOR EMPLOYEES, BOARD APPROVAL.
- (D) TO SEE THAT RECORDS AND BOOKS OF THE ASSOCIATION ARE PROPERLY KEPT.
- (E) TO SERVE AS EX-OFFICIO MEMBER OF ALL COMMITTEES.
- (F) TO CARRY OUT THE BUSINESS OF THE ASSOCIATION WITH APPROVAL OF THE BOARD OF DIRECTORS.
- (G) TO HAVE SIGNATORY AUTHORITY ON ALL AFFAIRS OF THE ASSOCIATION.
- (H) TO CARRY OUT ALL OTHER DUTIES COMMONLY VESTED IN THE OFFICE OF PRESIDENT OF THE ASSOCIATION.

SECTION 6. DUTIES OF THE VICE-PRESIDENT:

- (A) TO CARRY OUT ALL THE DUTIES OF THE PRESIDENT IN HIS ABSENCE. IN DOING SO, HE SHALL HAVE ALL THE AUTHORITY AND POWER OF THE OFFICE OF PRESIDENT.
- (B) TO HAVE THE SIGNATORY AUTHORITY IN ALL AFFAIRS OF THE ASSOCIATION.
- (C) TO CARRY OUT THE DUTIES COMMONLY VESTED IN THE OFFICE OF VICE-PRESIDENT.

SECTION 7. DUTIES OF THE SECRETARY/TREASURER:

- (A) TO HAVE AND CARE, CUSTODY OF ALL RECORDS OF THE ASSOCIATION, AND TO SEE TO IT THE BOOKS, REPORTS, STATEMENTS, CERTIFICATES AND ALL OTHER DOCUMENTS AND RECORDS REQUIRED BY LAW ARE PROPERLY KEPT AND FILED.
- (B) TO HAVE RECORDED THE MINUTES OF ALL BOARD OF DIRECTOR AND ANNUAL MEETINGS, AND SHALL KEEP A PERMANENT RECORD OF ALL MEETINGS.
- (C) TO GIVE NOTICE OF ALL MEETINGS AS REQUIRED BY THE BY-LAWS.
- (D) TO HAVE THE CARE, CUSTODY AND RESPONSIBILITY OF THE ASSOCIATIONS FUNDS AND SECURITIES, TO MAKE TIMELY REPORTS OF SUCH FUNDS AS REQUIRED BY THE BOARD OF DIRECTORS.
- (E) TO BE RESPONSIBLE FOR ALL LEGAL AFFAIRS OF THE ASSOCIATION AND TO MAKE AND FILE ANY REPORTS AND DOCUMENTS AS REQUIRED BY LAW.
- (F) TO HAVE SIGNATORY AUTHORITY FOR ALL AFFAIRS OF THE ASSOCIATION.
- (G) TO CARRY OUT ALL OTHER DUTIES COMMONLY VESTED IN THE OFFICE OF SECRETARY/TREASURER.

SECTION 8. VACANCIES: VACANCIES OCCURRING IN ANY OFFICE OR IN THE BOARD OF DIRECTORS OF THE ASSOCIATION SHALL BE FILLED BY APPOINTMENT BY THE PRESIDENT WITH APPROVAL OF THE BOARD OF DIRECTORS FOR THE UNEXPIRED TERM.

ARTICLE VIII - COMMITTEES

STANDING AND SPECIAL COMMITTEES MAY BE ESTABLISHED BY THE PRESIDENT OF THE ASSOCIATION WITH THE CONSENT OF THE BOARD OF DIRECTORS AT ANY TIME WITH SPECIFIED AUTHORITY AND RESPONSIBILITIES AS DIRECTED BY THE BOARD OF DIRECTORS. NOTHING HEREIN CONTAINED SHALL BE CONSTRUED TO PROHIBIT THE APPOINTMENT OF OTHER COMMITTEES BY THE PRESIDENT WITH THE APPROVAL OF THE BOARD OF DIRECTORS FOR THE ADVANCEMENT OF THE ASSOCIATION.

ARTICLE IX - MEETINGS

SECTION 1. BOARD OF DIRECTORS: THE BOARD OF DIRECTORS SHALL MEET AT SUCH INTERVALS AT SUCH TIMES AS DETERMINED BY THE ASSOCIATION BUT AT LEAST AT A MINIMUM OF TWICE A YEAR AT A TIME AND LOCATION SUITABLE TO THE MAJORITY OF THE BOARD MEMBERS OF THE ASSOCIATION. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE CALLED FROM TIME TO TIME BY THE PRESIDENT OR OTHER SUCH MEMBER OF THE BOARD UPON REQUEST. 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 2. ANNUAL MEETINGS OF THE ASSOCIATION SHALL BE HELD DURING THE MONTH OF *DECEMBER*, EACH YEAR UNLESS OTHERWISE ORDERED BY THE BOARD OF DIRECTORS FOR ELECTION OF OFFICERS, RECEIVING REPORTS AND THE TRANSACTION OF OTHER BUSINESS. SUCH MEETINGS SHALL BE OPEN TO ALL MEMBERS. NOTICE OF SUCH MEETINGS SHALL BE ISSUED BY THE SECRETARY AND SHALL BE MAILED TO THE LAST RECORDED ADDRESS OF EACH MEMBER AT LEAST *30 DAYS* FOR THE TIME APPOINTED FOR THE MEETING. IN ADDITION TO THE ANNUAL MEETING THREE OTHER MEETINGS OF THE MEMBERSHIP SHALL BE HELD AT A LOCATION AND TIME SO SPECIFIED BY THE BOARD OF DIRECTORS.

SECTION 3. ALL MEETINGS OF THE ASSOCIATION SHALL BE CONDUCTED IN ACCORDANCE WITH THE LATEST ADDITION OF ROBERTS RULES OF ORDER, OR SUCH PARLIAMENTARY AUTHORITY AS DESIGNATED BY THE PRESIDENT.

ARTICLE X - INDEMNIFICATION

THE ASSOCIATION SHALL INDEMNIFY ANY AND ALL PERSONS WHO MAY SERVE OR HAVE SERVED AT ANY TIME AS OFFICERS OR DIRECTORS, AND THEIR RESPECTIVE HEIRS, PAID ADMINISTRATORS, SUCCESSORS AND ASSIGNS, AGAINST ANY AND ALL EXPENSES, INCLUDING AMOUNTS PAID UPON JUDGMENTS, COUNSEL FEES AND AMOUNTS PAID IN SETTLEMENT (BEFORE OR AFTER SUIT IS COMMENCED), ACTUALLY NECESSARILY INCURRED BY SUCH PERSON IN CONNECTION WITH THE DEFENSE OR SETTLEMENT OF ANY CLAIM, ACTION, SUIT OR PROCEEDING IN WHICH THEY, OR ANY OF THEM ARE MADE PARTIES, OR A PARTY OF WHICH MAY BE ASSERTED AGAINST THEM OR ANY OF THEM, BY REASON OF BEING, OR HAVING BEEN, AN OFFICER OR DIRECTOR OF THIS ASSOCIATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH ANY SUCH OFFICER OR DIRECTOR OR FORMER OFFICER OR DIRECTOR SHALL BE ADJUDGED IN ANY ACTION, SUIT, OR PROCEEDING TO BE LIABLE FOR THOSE ACTS AND OMISSIONS ARISING OUT OF HIS OR HER WILLFUL MISFEASANCE. SUCH INDEMNIFICATION SHALL BE IN ADDITION TO ANY AND ALL OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED INCLUDING SUCH IMMUNITIES UNDER ANY LAW, BYLAW AGREEMENT OR OTHERWISE.

ARTICLE XI - DISSOLUTION

IN THE EVENT OF DISSOLUTION OF THE ASSOCIATION, AFTER ALL LIABILITIES AND RESPONSIBILITIES HAVE BEEN MET, ITS ASSETS SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE INTERNAL REVENUE CODE CONCERNING ITS EXEMPT STATUS OR IN ACCORDANCE WITH THE LAW OF THE STATE FOR WHICH THE ASSOCIATION IS TO BE DISSOLVED. THE DECISION OF DISTRIBUTION SHALL BE MADE BY THE BOARD OF DIRECTORS.

ARTICLE XII - AMENDMENTS

THESE BYLAWS MAY BE AMENDED AT ANY MEETING OF THE MEMBERS PROVIDED THE PROPOSED AMENDMENTS ARE WRITTEN AND SUCH NOTICE OF SUCH MEETING SHALL BE SUBMITTED TO SUCH MEMBERS 30 DAYS IN ADVANCE OF THE MEETING IN WRITING REQUIRING A TWO-THIRDS VOTE OF ALL MEMBERS PRESENT AND VOTING.

BEFORE ANY AMENDMENTS TO THE BYLAWS ARE FORMALLY PRESENTED TO THE ASSOCIATION FOR CONSIDERATION THE PROPOSED AMENDMENTS MUST BE SUBMITTED TO GCSAA, AT THE REQUEST THAT THE PROPOSED AMENDMENTS TO THE BYLAWS BE REVIEWED FOR CONFORMITY.

ARTICLE XIII - ASSOCIATION CONTRACTS AND INSTRUMENTS

EXECUTION OF ALL BILLS, NOTES, CONTRACTS, CHECKS, DRAFTS, DEEDS, DEEDS OF TRUST, MORTGAGES AND OTHER INSTRUMENTS PERTAINING TO THE ASSOCIATION SHALL BE MADE IN THE NAME OF THE ASSOCIATION AND SHALL BE EXECUTED AS AUTHORIZED BY THE BOARD OF DIRECTORS AND BYLAWS. EXCEPT AS OTHERWISE PROVIDED IN THE BYLAWS ANY AGENT OR OFFICER OF THE ASSOCIATION MAY BE AUTHORIZED TO BIND, EXECUTE OR DELIVER ANY OBLIGATION WHICH IS IN THE NAME OF THE ASSOCIATION ON BEHALF OF THE ASSOCIATION, ONLY IF, THE AUTHORIZATION IS MADE BY DULY ENACTED RESOLUTION OF THE BOARD OF DIRECTORS AND ENTERED INTO THE MINUTE BOOK OF THE ASSOCIATION. UNLESS SO AUTHORIZED, NO AGENT OR OFFICER SHALL HAVE THE AUTHORITY TO SO BIND OR REPRESENT THE ASSOCIATION.

ARTICLE XIV - INSIGNIA AND SEAL

THE SECRETARY OF THE ASSOCIATION SHOULD PROCURE FOR USE A CORPORATE SEAL WHICH SHOULD STATE THE CORPORATE NAME AND SHALL CONTAIN SUCH OTHER ADDITIONAL INSIGNIA AS THE BOARD OF DIRECTORS SHALL APPROVE.

ARTICLE XV - BY-LAWS, WHEN EFFECTIVE

1) THESE BY-LAWS SHALL BECOME EFFECTIVE IMMEDIATELY UPON THEIR ADOPTION AT A REGULAR MEETING OF THE BOARD OF DIRECTORS BY A MAJORITY VOTE OF THE DIRECTORS ATTENDING SUCH MEETING, IF SUFFICIENT TO CONSTITUTE A QUORUM.

The foregoing By-Laws with amendments thereto consisting of XV Articles were adopted by the vote of a majority of the members present at the regular meeting of the Board of Directors of the *Ozark Turf Association*, held in Branson, Missouri on the 6th day of December, 19 96.



President - *Ozark Turf Association*

Attest:



Secretary - *Ozark Turf Association*