



**UTAH
CHAPTER**
CLUB MANAGEMENT
ASSOCIATION OF AMERICA

**BYLAWS
OF
Club Management Association of America, Inc. - The Utah Chapter
(As written April 2020)**

ARTICLE I. PURPOSE and OBJECTIVES

Club Management Association of America, Inc. - The Utah Chapter (THE “CHAPTER”) is formed for the purpose of promoting, educating and advancing friendly relations between and among persons connected with the management of Clubs. The Chapter advances the profession of Club Management by fulfilling the educational and related needs of its members. The Chapter is authorized to perform any act or incidental act connected with the foregoing purpose, but not for pecuniary profit or financial gain. No part of the assets, income or profit of the chapter is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permitted under Non Profit Corporation Act laws in the State of Utah.

ARTICLE II. GEOGRAPHIC TERRITORY AND CHAPTER OFFICE

The chapter shall represent the Club Management Association of America, Inc. in the following defined territory: The entire state of Utah and by individual option anyone wishing to join from the state of Wyoming.

The principal office of the Chapter shall be located at the Club of the sitting Secretary/Treasurer.

ARTICLE III. CONDUCT OF AFFAIRS

The regulation of business, the management of the affairs of the Chapter, and all powers and functions pertaining thereto, shall be regulated and determined by the bylaws which may from time to time be amended by the voting membership of this Chapter: PROVIDED that said bylaws not be repugnant to, nor inconsistent with, the Constitution and bylaws of the Club Management Association of America, Inc., a current copy of which shall be deemed part of this Chapter’s bylaws.

ARTICLE IV. MEMBERSHIP

Section I. Eligibility

A person connected with the management of clubs at the time of applying for and election to membership in the Chapter is eligible for Active Membership. Active Members traditionally will be associated with membership clubs in a compensated

management role.

Section II. Categories

There shall be eight (5 categories) of membership:

- a) ACTIVE
- b) PROFESSIONAL
- c) RETIRED
- d) HONORARY
- e) SURVIVING SPOUSE
- f) CONTINUATION WHILE UNEMPLOYED

* Whenever a masculine personal pronoun appears please consider it non-gender.

a) ACTIVE:

An Active Member of this Chapter shall be entitled to vote, hold office and take part in all business and affairs of the Chapter. An Active Member temporarily disengaged shall continue in this category for the period for which his dues are paid at the time he ceases to have a club connection.

Chapter members eligible for Active Membership in the Club Management Association of America Inc., and current members in this category, shall hold membership simultaneously in both the National Association and the local Chapter thereof; full membership in either body being requisite for retaining membership in the other.

All Chapter officers and Board Members shall be Active Members of the National Association in good standing.

Active Members shall pay full dues for the chapter as determined, from time to time, by the Board.

b) PROFESSIONAL:

A Professional Member of this Chapter shall be entitled to vote, hold office and take part in all business and affairs of the Chapter. A Professional Member temporarily disengaged shall continue in this category for the period for which his dues are paid at the time he ceases to have a club connection.

Chapter members eligible for Professional Membership are not required to simultaneously belong to both the Utah Chapter and the National Chapter.

Professional Members shall pay full dues for the chapter as determined, from time to time, by the Board.

c) RETIRED:

An Active or Professional Member who is at least sixty (60) years old or who is totally disabled and who has retired from active business, may, upon application, be transferred to Retired Membership status. Such transfer may also be made upon application by any Active or Professional Member even though he has not yet attained the age of sixty (60) years if the sum of his age and the number of full years of his membership in the Chapter equals or exceeds seventy-five (75), but in no event shall a member be eligible for Retired status unless he has been a Chapter member for at least fifteen (15) years.

Retired Members shall be entitled to all privileges of the Chapter but shall not be entitled to vote or hold office.

Retired Members shall pay half dues of that set for Active Members.

d) HONORARY:

Upon the written request of three (3) or more members, the Board of Directors may, in its discretion, elect as an - Honorary Member in the Chapter an individual who has rendered extraordinary service for the welfare of the Chapter. The written request shall state the nature of the services rendered and the results obtained. Such Honorary shall have no rights to vote and shall not be eligible to hold office nor pay dues.

e) SURVIVING SPOUSE:

A surviving spouse of a member shall, upon the death of the member, have the right to transfer to this status. The transfer must be made in writing for record keeping purposes. Such Surviving Spouse Members shall be provided access to the social elements of the Chapter but may not attend meetings, may not vote and shall not be eligible to hold office nor pay dues.

f) CONTINUATION WHILE UNEMPLOYED:

An Active or Professional Member who is unemployed in Club Management on November 1, and who is actively seeking employment in the Club Management profession, may continue on the membership rolls of the Association of the Chapter for a period not to exceed twelve (12) months without payment of dues. During this continuation, the member will enjoy all other benefits of membership.

Reinstatement from Continuation while Unemployed is without an administrative fee. This continuation ceases at the time the member is again employed in Club Management.

Section III. Admission

Active Member applicants must simultaneously apply for membership in both the national CMAA and the local Chapter. An application in duplicate must be submitted to the Managing Director. The Managing Director shall forward a copy of the application as well as the initial check to CMAA National. Voting members will vote on the applicant. Upon admission the Managing Director will communicate via letter or e-mail to the new member of their acceptance into membership.

Any member transferring from another chapter must be approved by a majority of voting members that voted.

Any Member who has previously resigned from the Chapter or CMAA and desires to rejoin must reapply.

Section IV. Disciplinary Action

A member may be censured or reprimanded by the Board of Directors when, in its discretion, such action is in the best interest of the Chapter, provided a signed statement of complaint has been presented in writing by a member or members. The Board of Directors may, by unanimous vote, suspend or expel a member, provided a statement of charges has been sent by registered mail, to the member under charge, at least fifteen (15) days before final action is taken thereon. The statement shall be accompanied by a notice of the time and place that such a member shall be given an opportunity to be present in defense of said member. A member expelled shall not have the privilege of reinstatement for a minimum of one (1) year.

Section V. Administrative Fees and Annual Dues

Administrative Fees and Annual Dues shall be in such amount as may be determined from time to time by the Board of Directors.

All applications for membership shall be accompanied by a remittance for a prorated full year's dues.

Section VI. Assessment

Assessments are to be determined from time to time by the Board of Directors, but not in excess of \$200.00 (two hundred dollars) in any fiscal year. Any amount in excess of the above must be approved by a vote of a majority of the total membership who voted. Any assessments shall only be levied upon Active and Professional Members.

Section VII. Timely Payment of Dues

Any member failing to pay chapter dues within 60 days of the first date billed, and upon action of the Board of Directors and after notification of Board action shall cease to be a member. Said member shall be dropped from the rolls and the CMAA National office shall be notified of this action.

Section VIII. Reinstatement

Any member who shall have forfeited membership may apply for reinstatement without payment of the administrative fee by written letter to the Board of Directors.

Section IX. Refunds

No dues or administrative fees shall be refunded to any member whose membership terminates for any reason except those that have prepaid.

ARTICLE V. GOVERNING BODY

The Board of Directors shall have the authority to make all decisions on behalf of the Chapter, except as provided or prohibited by these bylaws. All such decisions of the Board must be reported to the membership at the next regular meeting. The board, at any time

Section I. Board of Directors

The Board of Directors shall be comprised of three (3) Active Members elected to serve as follows: Secretary/Treasurer shall be elected to a two-year term; the Vice President shall be elected to a two year term and shall also be considered President-Elect. The President shall have been the Vice President the year prior to automatically, by acclamation, becoming President. Voting shall take place in November at the Annual Meeting at which point the positions shall immediately become effective. At the Board's discretion, this vote and any other vote may be done via email to the most recent email address on record. It is each Chapter member's responsibility to make sure the Managing Director or whomever oversees contact information has updated information.

Section II. Officers

The officers of the Chapter shall consist of a President, a Vice President, a Secretary/Treasurer, all of whom shall be elected by the Active Membership at the annual meeting to serve for a period of one year or until their successors are elected their positions shall be as noted in Section I.

The signature of the President and Treasurer shall be required on all checks of the Chapter exceeding \$2,000.

Section III. Duties of Officers

The duties of the officers shall be as follows:

The President: shall preside at all meetings of the membership and Board of Directors, and shall exercise general supervision over the affairs of the Chapter; shall appoint such committees as deemed necessary for the proper conduct of Chapter affairs and shall be an Ex Officio member of all committees. The President shall work with the Managing Director and direct same as needed for the Chapter to operate. The Board shall have final authority on determining the employment and compensation of the Managing Director.

The Vice President: shall aid the President in the discharge of presidential duties, and shall exercise the functions of President in the President's absence. In case of vacancy in the office of the President, the Vice President shall assume full duties of the President until the next annual meeting.

The Secretary/Treasurer: shall predominately assume the role of Treasurer and be responsible for billing necessary charges to all Chapter members, for collecting and depositing all monies received and for paying all charges against the Chapter; shall keep necessary records of account; be prepared to present a verbal financial report at each regular meeting and/or Board meeting and furnish a written report at each annual meeting. The Treasurer is responsible for the timely filing of any required tax returns for the Chapter. Upon termination of office, the Treasurer shall transfer all records in current conditions, to the successor within one (1) month of departure from office.

Section IV. Board Meetings

Meetings of the Board of Directors shall be held at the discretion of the President or upon request of at least two directors, at such times and places as may be mutually agreed upon. Notices of such meetings shall be sent to each officer and director at least seven (7) days prior to the meeting, and shall state the time, place, and agenda of the meeting.

A QUORUM for the transaction of Board business shall at all time consist of all three members of the Board of Directors.

Provided a quorum is present via electronic means (e.g. conference call) and all members are in communication with each other, the conduct of official business, to include voting by electronic means (e.g. e-mail), is permissible.

Section VI. Removal From Office

Any officer may be removed from office by the Chapter at any duly constituted meeting, by a TWO-THIRDS vote of the Chapter.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

Section I. Regular Meetings

Regular meetings of the Chapter shall be held at such times, places and frequencies as the Board of Directors, from time to time, decide. As required by CMAA National's Bylaws, at least three (3) of these meetings each year shall be devoted to educational features of at least one (1) hour in length.

Section II. Special Meetings

Special meetings shall be held upon the call of the Chapter President, or upon written request of twelve (12) or more Active Members. The notice of this type of meeting shall also state the specific purpose of this meeting and only the business as it was previously notified shall be conducted.

Section III. Annual Meetings

The annual meeting of the Chapter shall be held on a date in November each year; to be selected by the President at a place to be announced, for the purpose of electing officers and other matters as may properly be brought before the meeting.

Section IV. Notice

Notices, stating the time and place of each regular meeting of the Chapter shall be communicated at least seven (7) days prior to the date of such meeting. All Education either Regional or Chapter must give the aforementioned notice.

Section V. Quorum for Chapter Business

A QUORUM for the transaction of Chapter business at any annual, regular or special meeting shall, at all times, consist of 10% of the voting members of the Chapter.

ARTICLE VII. COMMITTEES

Section I. Nominating Committee

The Nominating Committee shall consist of the three past presidents. They shall present their Nominating Committee report with candidates for officers at the Annual Meeting for a vote by the Chapter Members.

Section II. Other Committees

All other committee members will be recommended by the Chapter President and approved by the Chapter Board.

ARTICLE VIII. BOARD VACANCIES

Section I.

Any vacancy in the Board occurring during the year, shall be replaced by the Board and shall hold office until the next succeeding annual meeting of the members of the Chapter or until the election of their successor.

ARTICLE IX. BOARD RESIGNATIONS

Section I.

Any Officer may resign at any time by giving written notice of such resignations to the Board of Directors.

ARTICLE X. COMPENSATIONS

Section I.

Members, Officers and Directors shall not receive any stated salary for their services as such.

ARTICLE XI. CONTRACTS

Section I.

The Board of Directors shall have the power in its discretion to contract for and to pay to members, or outside agencies, rendering services to the Chapter compensation appropriate to the value of such service.

ARTICLE XII. AGENTS AND REPRESENTATIVES

Section I.

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

ARTICLE XIII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section I.

No member, director, officer or employee of the Chapter or a member of a committee or person connected with the Chapter, or any other private individual shall receive at any time any of the net earning or pecuniary profit from the operation of the Chapter; provided, that shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Chapter in effecting any of its purposes.

ARTICLE XIV. EXEMPT ACTIVITIES

Section I.

Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this Chapter shall take any action or carry on any activity by or on behalf of the Chapter not permitted to be taken or carried on by any organization exempt under Section 501 (C) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV. INDEMNIFICATION

Section I.

The Chapter shall indemnify and defend any person made a party to any proceeding by reason of the fact that he is, or was, a director or officer of the Chapter against any loss and expense incurred by him by reason of such proceeding, including the settlement thereof, except in relation to matters which such person is adjudicated to be liable for gross misconduct in the performance of his duties.

The Chapter's Board of Directors, may at its discretion, purchase comprehensive liability, director and officer liability insurance (D&O) and any other insurance necessary to protect and indemnify the Chapter and the Board of Directors against any claims arising from any Chapter activities in connection with performance of their duties as officers or members of the Chapter.

ARTICLE XVI. FISCAL YEAR

Section I.

The fiscal year of this Chapter shall begin on the first (1st) day of January of said year and end on the following December 31st.

ARTICLE XVII. INTERPRETATION OF BYLAWS

Section I.

The Officers of the Board shall have the final authority to construe the Bylaws and rules and regulations of this Chapter.

ARTICLE XVIII. AMENDMENTS

Section I.

Any amendment to these Bylaws must be presented in written form to the Board of Directors and the membership thirty (30) days prior to any Chapter's regular business meeting and voted on by the Active Members at the following Chapter's regular business meeting. Electronic balloting may be available for members to vote on the aforementioned amendment(s).

Amendments must be approved by a majority of the voting membership who actually voted, in order for the amendments to be approved.