

Virginia Golf Course Superintendents Association

Articles of Incorporation

We hereby associate to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

Article One Name

The name of this Corporation shall be Virginia Golf Course Superintendents Association (hereinafter "the Corporation").

Article Two Purposes

The Corporation shall be a corporation not-for-profit and shall have the following purposes:

- 1) to improve the position of the Golf Course Superintendents by promoting a better relationship between the Superintendent and his club officers and members;
- (2) to conduct a cooperative effort to collect, disseminate and preserve scientific and practical knowledge for the more efficient and economical maintenance of golf courses in the Commonwealth of Virginia and other areas where conditions are similar;
- (3) to promote and protect the Superintendent profession and position;
- (4) to exercise any and all the powers conferred upon a corporation by the laws of the Commonwealth of Virginia which are consistent with these Articles of Incorporation and the Bylaws of the Corporation.

Article Three Membership

The conditions, qualifications, privileges and obligations of membership shall be set forth in the Bylaws of the Corporation. Provision may be made in the Bylaws for one or more classes of members who shall have no voting power.

Article Four Board of Directors

- (1) The Board of Directors shall not be less than six in number.
- (2) The affairs of the Corporation are to be

managed by the Board of Directors. The Board of Directors shall have full power to act within its discretion in the performance of the objectives of the Corporation for its benefit and that of its members.

- (3) The Board of Directors shall have supervision over the Officers of the Corporation and shall supervise the expenditure of monies paid into its treasury and shall have full authority to act in all matters not inconsistent with these Articles of Incorporation, the Bylaws of the Corporation or the general laws of the Commonwealth of Virginia.
- (4) The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Peter McDonough	701 Club Drive Keswick, Virginia 22947
Barry Graham	2500 Romar Road Salem, Virginia 24153
Jeffrey Webster	41601 Raspberry Drive Leesburg, Virginia 20176
Vincent Hankley	10401 Johnson Road Petersburg, Virginia 23805
Michael Oates	36967 West Main Street Purcellville, Virginia 20134
Jeff Snyder	1825 Waters Edge Drive Penhook, Virginia 24137
Jeffrey Whitmire	1700 Merrimac Trail Williamsburg, Virginia 23187
Bob Wren	11300 Longstreet Drive Spotsylvania, Virginia 22553

- (5) The future Board of Directors shall be elected by the member organizations annually.

Article Five Officers

The officers of the Corporation will be elected and will have the powers and duties as set forth in the Bylaws of the Corporation. They shall be elected by the member organizations at the annual meeting and shall serve for a period of one year, unless re-elected, or until their successors are elected. The initial officers of the Corporation are as follows:

Peter McDonough - President
Barry Graham - Vice President
Jeffrey Webster - Secretary-Treasurer

In addition to serving as officers, the initial officers and their successors shall serve as Directors for so long as they serve as officers.

Article Six External Vice President

The External Vice Presidents of the Corporation will be elected and will have the powers and duties as set forth in the Bylaws of the Corporation. Each local organization composing the Corporation, namely the Old Dominion Golf Course Superintendents Association, Shenandoah Valley Turfgrass Association, Virginia Turfgrass Association, Tidewater Turfgrass Association, and Greater Washington Golf Course Superintendents Association shall elect one External Vice President who shall serve until that organization elects a successor.

The initial External Vice Presidents of the Corporation are as follows: Vincent Hankley
Michael Oates
Jeff Snyder
Jeffrey Whitmire
Bob Wrenn

In addition to serving as External Vice Presidents, the initial External Vice Presidents shall serve as Directors for so long as they serve as External Vice Presidents.

Article Seven Duration

The Corporation shall have perpetual existence.

Article Eight Indemnity

Every person, and his or her heirs, executors or administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitratve, or investigative, or was or is the subject of any claim, and whether or not by or in the right of the Corporation, by reason of his or her being or having been a director or officer of the Corporation, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, awards, costs, amounts paid in settlement and liabilities of all kinds, actually and reasonable incurred by him or her in connection with, or resulting from, such action, suit,

proceeding, or claim, if he or she acted in good faith and in the manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided that no indemnification shall be made in respect of any claim, issue or matter as to which he or she shall have been adjudicated to be liable to the Corporation unless, and only to the extent, that the Court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, he or she is fairly or reasonably entitled to indemnity.

The provisions of this Article are in addition to, and not in substitution for, any of the right to indemnity to which any person who is or may be indemnified by or pursuant to this Article may otherwise be entitled, and to the powers otherwise accorded by law to the Corporation to indemnify any such person against any liability asserted against or incurred by him or her in any capacity referred to in this Article or arising out of his or her status as serving in any such capacity (whether or not the Corporation would have the powers to indemnify against such liability).

Article Nine Amendment

These Articles of Incorporation may be amended if two-thirds (2/3) of the whole number of the Board of Directors at a meeting thereof shall adopt a resolution declaring the amendment is advisable and shall vote in favor of such amendment and if such amendment shall be adopted by two-thirds (2/3) of the members of this Corporation present or represented by delegates or proxies and entitled to vote at a duly convened meeting of this Corporation held after the adoption of such resolution and such vote by the Board of Directors.

Article Ten Registered Agent

The initial registered office of the Corporation is to be located at 105-109 East High Street, Charlottesville, Virginia 22902. The name of the initial registered agent is M.E. Gibson, Jr., who is a resident of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office of the Corporation.