Bylaws of the
Jack O'Neill Memorial Charity

Article I – Name

The "Jack O'Neill Memorial Charity" is the organization name, hereafter referred to as "JONMC" or "The Corporation"

Article II – Purpose/Objectives

The Jack O'Neill Memorial Charity is a Non-Profit Public Charity organization incorporated in the State of Mississippi for the purpose of honoring and memorializing the late Jack O'Neill through the organization and management of benefit golf events whose net proceeds are then gifted or granted to individuals and other non-profit organizations engaged in support and advancement of junior golf, primarily in the Mississippi, Louisiana and Alabama Gulf Coast regions.

Article III – Officers and Their Duties

Section 1 – Officers and Board of Directors

A. Leslie Price is the Founding Director of the JONMC who will serve as a permanent lifetime member of the Board of Directors or until she submits a voluntary resignation that is then accepted by the Board.

B. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer.

C. In addition to the above offices, the Corporation will have a maximum of three (3) Directors and the immediate past-president (if any) serving on the Board.

Section 2 – Nomination and Election

In December each year, the Officers and Directors in good standing elect successors to the offices of president, vice-president, treasurer, secretary, and director(s). Elections may be held on-line.

A. Nominations
The nominating committee – made up of the president as chair and two Board members in good standing. Each year, at least two months prior to the end of the year, the president shall appoint a nominating committee, with the approval of the Board of Directors. The duties of the nominating committee are to prepare a slate of candidates for the election; to ask nominees, prior to submitting the slate of candidates to the Board of Directors, if they accept the nomination and do they agree to serve if elected. The committee will present this slate of candidates to the Board of Directors – one month before the election – for approval. The committee will take nominations from the floor

during the final meeting of the year or one month before the election; and will add the names taken from the floor to the slate of candidates.

B. Elections

Elections for officers may be either held on-line during the last month or at the last meeting of the Corporate year. The chapter secretary will count the votes and present the results to the Board of Directors for certification.

C. Election Ties and Disputes

In the event of a tie, the election committee will hold a run- off election to determine the winner. If the election takes place at the final chapter meeting, the run- off election will take place at that meeting. If the election takes place on-line, the run-off election will take place one week after the general election. Election disputes will be brought to a special Board meeting.

Section 3 – Term of Office

All Officers and Directors shall assume office on January 1 of each year. They shall serve for a term of one (1) year or until their successors are elected and have assumed duties. Officers and Directors may be sworn in prior to start of the new Corporate year, but their term does not start until first day of the new year.

Section 4 – Vacancies

A vacancy in any office except that of President shall be filled for the unexpired term by election by the Board of Directors or appointment by the President with Board concurrence. A vacancy in the office of President will be filled initially by the Vice President assuming the office, with full Board concurrence. Alternatively, the Board can vote to trigger a special election to fill the President vacancy, which will then follow the process described in the applicable provisions of Article III in these Bylaws.

Section 5 – Duties and Responsibilities

The officers shall perform the duties provided in this section and such other duties as are prescribed in these bylaws, by the board of directors, and in the adopted parliamentary authority.

A. President. The President shall:

1. Preside at all meetings of the Board of Directors and of the members.
2. Appoint the chairmen of all standing committees with the approval of the Board of Directors.
3. Appoint all special committees.
4. Be an ex-officio member of all committees.
5. Exercise general supervision over the affairs of the Corporation.
6. Enforce Corporation By-laws.
7. Keep the Board of Directors fully informed of the activities of the Corporation.
8. Deliver to his/her successor in office all books, papers, records and other property of the Corporation for which he is or may become responsible.
9. Perform other assigned duties, as directed by a majority of the Board.

B. Vice-President. The Vice-President shall:
    1. Be an aide to the President.
    2. Perform the duties of President in the absence of that officer and in the case of permanent disability or resignation of that officer, shall succeed to that office for the unexpired portion of the term, or until a successor is duly elected.
    3. Serve as an ex-officio member of and be responsible for coordinating the activities of all special committees.
    4. Perform other assigned duties, as directed by a majority of the Board

C. Secretary. The Secretary shall:
    1. Record the minutes of all meetings of the Board of Directors and the membership and send a copy of the minutes to the President within 10 days following the meeting.
    2. Preserve all books and records belonging to the Corporation
    3. Conduct the official correspondence of the Corporation.
    4. Perform other assigned duties, as directed by a majority of the Board

D. Treasurer. The Treasurer shall:
    1. Have custody of all of the funds of the Corporation, which shall be deposited in a federally insured institution.
    2. Keep a full and accurate account of receipts and expenditures.
    3. In accordance with the budget adopted by the Corporation, make disbursements as authorized.
    4. Present a report at meetings of the Board of Directors.
    5. Prepare an annual report, which shall be submitted along with the financial records to a Board Auditing Committee or to an independent CPA firm engaged by the Board.
    6. Submit financial reports and tax documents as required by State/Federal laws or as directed by action of the Board.

E. Directors. The Directors shall:
    1. Serve a term of one year.
    2. Perform duties assigned by the President or Board of Directors.

F. Immediate Past President. Immediate Past President shall perform duties assigned by the President or Board of Directors.

Section 6 – Removal

A. Any officer whose conduct shall be considered detrimental to the best interest of the Corporation or who shall willfully exploit the organization for personal gain or otherwise violate the Bylaws as they are written or other rules or regulations may be removed from his/her office by a majority vote of the Board of Directors.

B. When such action is contemplated in the case of an officer, he/she shall be entitled to receive specific charges in writing from the Board of Directors and shall, if he/she expresses a desire in writing, be afforded an opportunity for a hearing before the Board of Directors or a special committee appointed by the Board of Directors for this purpose.

C. Any Officer removed from office under this section shall be ineligible for election to any office for at least one term.

Article IV – Board of Directors

Section 1 – Composition

The Board of Directors, which is the governing body of the Corporation, shall consist of the elected officers, the Founding Director and all other elected Directors. The President will serve as Chair of the Board unless another person is nominated by the Founding Director and approved by the full Board.

Section 2 – Duties. The Board of Directors shall:

A. Manage the activities of the Corporation.
B. Approve an annual budget and/or authorize individual expenditures.
C. Appoint the Audit Committee (if needed) and approve its report.
D. Board business may be conducted electronically, with any decisions made written into the next month's meeting minutes.

Section 3 – Board Meetings

A. The Board of Directors shall meet at least two (2) times annually, the dates and time to be decided at its first meeting.
B. A majority of the Board of Directors shall constitute a quorum.
C. Special meetings of the Board of Directors may be called by the President or by a majority of its members. Two (2) days notice shall be given.
D. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Article V – Finances

Section 1 – Fiscal Year

- The fiscal year for the initial year following establishment of the Corporation will begin on October 1, 2020 and end on December 31, 2020.
- The fiscal year of the Corporation for all subsequent years shall begin on January 1 and end on December 31 of the following year.

Section 2 - Anticipated sources of revenue/income:

- Donations/gifts (including initial transfer of funds and assets from JONMB LLC)
- Event/tournament fees/donations

- Grants
- Payments for services rendered to other organizations (must not be primary source of income)

Section 3–Controls and accountability of expenditures

A. The Board must authorize all expenditures by one or more of the following means:

- A one-time action (majority vote) directing the Treasurer to make payment(s) in a specified amount to an individual or organization for a specified purpose; or –

- The Board may authorize payments for all expenses incurred in the organizing and conduct of golf tournaments or other events sponsored by the Corporation by approval of a budget for the event. The event budget must be prepared by a designated Board member, Officer or other appointed event Chairperson, who will present the proposed budget to the Board for approval before submitting any invoices/bills or requests for payment/reimbursement to the Treasurer.

B. Any payment or reimbursement for Corporation business expenditures made to any Officer or Board Member must have the approval of the Treasurer and one additional Officer.

C. The Treasurer's annual financial report shall be submitted to and reviewed by either a Board Audit Committee or an independent CPA engaged by the Corporation. The Audit Committee or CPA, when satisfied that the treasurer's report is accurate, shall sign a statement of that fact at the end of the report.

Article VI – Committees

Section 1 – Committees

The Board of Directors may create such standing committees and ad-hoc committees, as it may deem necessary, to promote the purposes and carry on the work of the Corporation. A Chair of each committee shall be appointed by the President, with concurrence of the Board. The term of each committee Chair shall be for one year or until a successor has been selected or the Committee is dissolved.

Section 2 – Ex officio Committee Members

The President and Vice President shall be members ex officio of all committees including the Nominating Committee, which is chaired by the President.

Article VII – Dissolution

In the event of dissolution of the Corporation, all of its assets shall be paid over or transferred to one or more exempt organization of the kind described in Section 170(b)(1)(A) of the Internal Revenue code 1954, as amended, and the regulations promulgated there under, as both now exist or may hereafter be amended..

Article VIII – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Corporation in all cases not provided for in these Bylaws or Articles of Incorporation.

Article IX – Amendment of Bylaws

These bylaws may be amended by a two-thirds vote of the active Board members provided that notice of the proposed amendment has been provided in writing at least thirty (30) days prior to the meeting or other process by which the amendment is voted on. Proposed amendments shall be reviewed by the Officers of the Corporation before being provided to the other Board members to ensure that the proposed amendment does not conflict with the Articles of Incorporation or other governing laws or regulations.