

ARTICLE VI – BOARD OF DIRECTORS

Section 6.01. Powers. The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation, except those specially reserved or granted to the members by statute or by the article of these By-Laws, are hereby granted to and vested in the Board of Directors. Between meetings of the Board of Directors, the Officers of the Corporation shall have the authority to act on behalf of the Section, in accordance with established policy.

Section 6.02. Qualification and Constituency. Each District Director of the corporation shall be a natural person of full age, and a member of the Corporation in the district he or she represents (except that members of the Executive Committee shall be elected as “at large” members of the Board of Directors). Except in the case of vacancies, District Directors shall be elected by those members of the Corporation entitled to vote in the six (6) districts of the Corporation as follows:

District 1: New Jersey south of the 40th parallel, and the Trenton Country Club in Trenton.

District 2: All of Delaware and part of Maryland.

District 3: Pennsylvania Counties: Adams, Cumberland, Dauphin, Franklin, Fulton, Huntingdon, Juniata, Lancaster, Lebanon, Mifflin, Perry, and York.

District 4: Pennsylvania Counties: Bradford, Carbon, Centre, Clinton, Columbia, Lackawanna, Lycoming, Luzerne, Monroe, Montour, Northcumberland, Pike, Potter, Schuylkill, Snyder, Sullivan, Susquehanna, Tioga, Union, Wayne, and Wyoming.

District 5: Pennsylvania Counties: Berks, Lehigh, North Hampton, Bucks (north of Route 202)

District 6: Pennsylvania Counties: Chester, Delaware, Montgomery, Philadelphia, and Bucks (south of Route 202).

Section 6.03. Number of Directors and Term of Office. The Board of Directors shall consist of fourteen (14) Directors or such other number of Directors as may be determined from time to time by resolution of the Board of Directors. The Board of Directors shall at all times include at least the following persons all of whom, if otherwise eligible, shall have the right to vote:

- a. Seven (7) District Directors elected as provided in Section 6.02 of the Article;
- b. Two (2) Directors who shall be elected as “at large” members of the Board of Directors. These two (2) Directors shall serve as Chairperson of the Tournament Committee and Section Affairs Committee respectively. These Directors shall be elected by those members entitled to vote as provided for in Section 5.04 of Article V.
- c. Current President of the Central Counties Chapter.
- d. Current President of the Philadelphia Assistants Organization. An ex-officio member of the Board of Directors
- e. The Officers of the Corporation elected as follows:
 1. President
 2. Vice President
 3. Secretary
- f. The Honorary President, whose term shall mean the immediate past President, serves in an ex-officio capacity.
- g. Two (2) Independent Directors, who are not members of the Section, shall be elected by the Executive Committee from a list of one (1) or more names submitted by the President.

Each Director shall be elected for a two (2) year term. No Director may serve in any one office for more than four (4) years (two consecutive terms).

Section 6.04. Executive Committee. There shall be an Executive Committee composed of the Officers of the Corporation as specified in Section 6.03 (d) above, the two (2) “at large” Directors as specified in Section 6.03 (b) above, and the Honorary President, who shall be an ex officio of the Executive Committee.

Section 6.05. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.06. Removal by the Board. The Board of Directors may declare vacant the office of a Director if he or she is declared of unsound mind by an order of Court or is convicted of a felony, or if within six (6) days after written notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.

Section 6.07. Vacancies. The Board of Directors may declare vacant the office of a Director if he or she is declared of unsound mind by an order of the Court or is convicted of a felony, or if within sixty (60) days after written notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify. The President shall appoint an individual to fill any such office vacancy whose term shall be the un-expired term of the vacant position on the Board of Directors. If not otherwise provided for in the By-Laws, the Board of Directors shall fill any vacancy in the offices of President, Vice President, or Secretary.

Section 6.08. Removal by the Members. The entire Board of Directors, or a class of the Board of Directors, where the Board of Directors is classified with respect to the power to select Directors, or any individual Director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the Directors or of such class of Directors. In case the Board of Directors or such a class of the Board of Directors or any one or more Directors is so removed, new Directors may be elected at the same meeting.

Section 6.09. Meetings by Conference Telephone. One or more persons may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, or of the members by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 6.10. Selection Process for PGA District Director. Once every nine years the Philadelphia Section PGA selects a member in good standing to represent PGA of America, District 2 on the National Board of Directors. The position is described in article 14 section 6 of the PGA of America Bylaws and Regulations.

a. Nominations and Selection:

During the Section's selection year, at least one hundred and twenty (120) days prior to the upcoming PGA of America Annual Meeting, the Executive Committee will solicit Philadelphia Section PGA members in good standing who they feel possess the skills and abilities to represent District 2 on the National Board of Directors. At least ninety (90) days prior to the upcoming PGA of America Annual Meeting the Executive Committee will announce its selection to the Board of Directors. The chosen candidate will be selected by a majority vote of the Board of Directors no later than sixty (60) days prior to the PGA of America Annual Meeting.

b. More than one candidate:

If during the selection process the Executive Committee has more than one (1) candidate all candidates will have the opportunity to make a five (5) minute presentation to the members of the Executive Committee during a selection meeting at a date set by the President. After all candidates have had the opportunity to make their presentation, the Executive Committee will announce its recommendation to the Board of Directors. The chosen candidate will be selected by a majority vote of the Board of Directors no later than sixty (60) days prior to the PGA of America Annual Meeting.