



## Letter from the Executive Director/CEO - Jesse Menachem

On behalf of your Board of Directors, we are pleased to invite you to attend the 2023 Mass Golf Annual Meeting and Luncheon to be held on Thursday, October 12, 2023, at 11:00 a.m. at Winchester Country Club (468 Mystic Street, Winchester, MA 01890).

We encourage representatives from our Member Clubs to attend the in-person meeting and participate. The Annual Meeting is an important opportunity for us to come together as a community to discuss Mass Golf business and industry related activities. This year, we will be reviewing proposed By-Law changes as presented by the Governance Committee and Board of Directors. We are confident that this meeting will be productive for those in our local industry.

We want to reinforce that your voice and your vote are important and greatly appreciated. If you are unable to vote on October 12, you are asked to submit the proxy in your certificate of response. Instructions have been included, but I welcome any questions you might have about the process or business to be addressed at the Annual Meeting. Questions can be emailed to [jmenachem@massgolf.org](mailto:jmenachem@massgolf.org).

Mass Golf looks forward to further expanding our role and impact, and working more closely than ever with our Member Clubs to enhance our services, programs and offerings to our membership. Thank you for your support and membership with Mass Golf, and all that your club does to grow and promote our great sport.

Sincerely,

Jesse Menachem  
Executive Director/CEO  
Mass Golf

## NOTICE OF THE 2023 ANNUAL MEETING



## MASS GOLF

From the Secretary Scott C. Baker

In accordance with the By-Laws, notice is hereby given that the Annual Meeting of the Massachusetts Golf Association, Inc. ( Mass Golf ), will be held on Thursday, October 12, 2023 at Winchester Country Club (468 Mystic Street, Winchester, MA 01890) at 11:00 a.m. to transact the following business:

- To receive the report of the Secretary
- To receive the report of the Treasurer
- To receive the report of the Governance Committee and to elect Officers and Directors
  - To review and vote upon the adoption of proposed By-Law amendments as presented by the Governance Committee and Board of Directors (copy attached)
- To transact such other business as may be properly brought before the Members

### **Official Schedule of Events:**

11:00 a.m. Annual Meeting

12:30 p.m. Casual Luncheon to follow the Annual Meeting

*\*Requested attire is Business Casual*

At your convenience, please complete and submit the electronic form via the weblink provided below, on or before Monday, October 2, 2023.

Electronic Certificate of Response

[CLICK HERE](#)

Respectfully Submitted,

Scott C. Baker  
Secretary

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## Summary of Proposed Principal Changes to the Mass Golf By-Laws

The Mass Golf By-Laws have been purposefully revised over the years to include only those items that are necessary to manage the affairs of the corporation and to meet legal requirements, including:

- Membership and Elections
- Governing Board
- Officers
- Committees

The By-Laws were most recently amended and restated effective January 1, 2018, concurrent with the merger with the Women's Golf Association of Massachusetts, Inc. Several of those changes were specifically merger-related requirements, such as identifying an initial slate of Directors and Officers for the "Interim Period" from the effective date of the merger until the Annual Meeting of October 2019. The By-Laws also specified who would serve on the Governance Committee through the Annual Meeting of October 2020.

The changes proposed in this By-Law revision remove specific language related to the merger and Interim Period which is no longer relevant. There are no major changes proposed to the corporate governance structure of the corporation, such as the size of the Board of Directors, terms of office, term limits or elections. Although there is merit in defining criteria for Directors, expected length of service and/or term limits and Board composition in general, we feel that the corporation would be better served by the Board of Directors adopting Governance Guidelines with those principles, rather than prescribing them in the By-Laws.

The principal changes in the attached By-Law revision include:

- Removal of provisions that are related specifically to the MGA/WGAM merger and the "Interim Period."
- Addition of language permitting remote participation in member meetings and Board meetings; updated notice requirements for meetings to include more modern methods.
- Changes to the language regarding the number of Vice Presidents from "up to two (2) Vice Presidents" to "one or more Vice Presidents."
- Changes to references to the "Executive Director" to read "Executive Director/Chief Executive Officer."
- Changes to the size and composition of the Governance Committee.
- Reduction in the deadline for mailing of nominations to the Members to 14 days (from 30).
- Reduction in the deadline for mailing notice of future By-Law amendments to 14 days (from 30).
- Re-naming the "Management Committee" as the "Executive Committee."
- Elimination of the Championship Committee as a by-law stipulated committee (since no other committee, except Governance, is so stipulated).
- Elimination of the Advisory Board as a requirement, but with the proviso that the Board may choose to designate advisors or other honorary positions.
- Clarification and broadening of the existing language regarding the Board's rights to refuse or prohibit a person's entry or participation in competitions to include other events or programs conducted by the organization.
- Updated language to meet current legal standards.
- Updated language, where possible, to be gender neutral.

## NOTICE OF THE 2023 ANNUAL MEETING



# MASS GOLF

## Proposed Principal Changes to the Mass Golf By-Laws

CASNER & EDWARDS, LLP REV. 8/24/23

### MASSACHUSETTS GOLF ASSOCIATION, INC.

#### BY-LAWS (AMENDED AND RESTATED EFFECTIVE AS OF \_\_\_\_\_, 2023)

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#### Article I – Name, Seal and Office

Section 1.01. Name. The name of the Corporation is: Massachusetts Golf Association, Inc.

Section 1.02. Seal. The seal of the Corporation shall be a circular flat die with the words “Massachusetts Golf Association, Inc., Incorporated 1971, Corporate Seal”. Any Officer of the Corporation shall have authority to affix the seal of the Corporation to any document requiring the same.

Section 1.03. Principal Office. The principal office of the Corporation in the Commonwealth of Massachusetts shall be at 300 Arnold Palmer Boulevard, Norton, Massachusetts, or at such other location as may from time to time be designated by the Board of Directors of the Corporation.

#### Article II – Memberships and Elections

Section 2.01. Membership. Membership shall be open to any public or private golf course, club, facility or organization (each, a “Member”) which agrees to offer golf handicapping services for individual golfers through the Corporation.

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Section 2.02. Voting Rights. Each Member may be represented at meetings by either a) one delegate duly certified by their respective club as its authorized representative, or b) proxy. Only those Members who are represented at such meetings by delegates actually in attendance or by proxies in accordance with Section 2.09 below may vote on any matter to come before a meeting. Each Member shall be entitled to one vote.

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Section 2.03. Election of Members. Members shall be elected by a) a vote of the Board of Directors of the Corporation or b) such other procedure as the Board of Directors may establish. Application for membership may be made in such form and upon such terms and accompanied by such information as the Board of Directors may from time to time require.

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Section 2.04. Annual Meeting. The annual meeting of the Members shall be held on the second Thursday of October of each year or at such other date as may be designated by the President, or, in the President's absence, any Vice President.

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Section 2.05. Special Meetings. In addition to the annual meeting required by Section 2.04, Special Meetings of the Members may be called by the President, a majority of the Board of Directors, or any twenty (20) Members of the Corporation. The time, place and purposes of the special meeting shall be specified in the notice of the meeting pursuant to Section 2.07 hereof.

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Section 2.06. Place and Manner of Meetings. The Board of Directors may authorize any regular, special or annual meetings of the Members to be held a) in person at the principal office of the Corporation or at such other location within the Commonwealth of Massachusetts as stated in the call of the meeting; b) by means of remote communication (such as, without limitation, video or telephone conferencing systems) enabling all persons participating in the meeting to hear each other at the same time; or c) by a hybrid model allowing participation both in person and by means of remote communication. Members participating in a meeting by remote communication shall for all purposes be deemed in attendance and authorized to vote on any matter to the same extent and with the same effect as Members participating in such meeting in person.

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Section 2.07. Notice. A written notice of every meeting of Members, stating the place or manner of meeting (including the information necessary for remote or hybrid participation in meetings held by such means), date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the person calling the meeting at least fourteen (14) days before the meeting to each Member of the Corporation by leaving such notice with said Member at its usual place of business, or by mailing, postage prepaid, and addressed to such Member at its address as appears in the records of the Corporation, or by electronic mail.

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Section 2.08. Quorum. At any meeting of the Members of the Corporation, delegates or proxies representing twenty (20) Members shall constitute a quorum to do business but a smaller number may adjourn a meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the delegates present plus votes by proxy shall decide all questions properly brought before such meeting unless a larger vote shall be required by law or by these By-Laws.

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Section 2.09. Proxies. A Member may vote at any meeting either in person through a delegate as described above or by proxy in writing which shall be filed with the Secretary of the meeting before being voted. To be valid, proxies must be dated not more than sixty (60) days before the meeting named therein. Proxies shall entitle the person named therein to vote at the meeting specified therein and at any adjourned session of such meeting but shall not be valid after final adjournment of the meeting.

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The appointment of a delegate or grant of a proxy may be evidenced by a form executed by a representative of a Member who reasonably appears to have authority to attest to such appointment or grant of proxy, or by any other reasonable means.

Section 2.10. Individual Members. The Corporation may provide services and benefits to individual golfers. Such individuals may be referred to as “members” upon such terms and conditions as the Board of Directors may establish, but they shall not have any of the rights or obligations of Members hereunder or under applicable law including, without limitation, Massachusetts General Laws Chapter 180.

## Article III – Board of Directors

Section 3.01. Number and Election. The control and management of the Corporation and its affairs, funds, property and purposes shall be entrusted to a Board of Directors consisting of no fewer than twelve (12) or more than fifteen (15) persons and including a) the President, one or more Vice Presidents, the Secretary and the Treasurer of the Corporation, b) the Executive Director/Chief Executive Officer of the Corporation as appointed from time to time by the Board of Directors under Section 4.10, and c) such additional persons as may be elected by the Members at the annual meeting, provided that the total number of Directors shall not exceed fifteen (15). The persons serving on the Board of Directors ex officio as Officers (as defined in Section 7.05(a) below) and the other members of the Board of Directors, other than the Executive Director/Chief Executive Officer, shall be elected at the annual meeting from those candidates nominated in accordance with Section 5.02 below. Each Director at the time of their election shall be a member of one or more clubs that are Members of this Corporation and shall be designated as representing one such club. The Board of Directors shall have a minimum of five (5) female directors.

Section 3.02. Vacancies. Any vacancy at any time existing on the Board of Directors may be filled by the Board of Directors at any meeting by a majority vote. Notwithstanding the existence of one or more vacancies from time to time, the Board of Directors shall retain all power and authority to act as authorized hereunder or by law.

Section 3.03. Tenure. Except for the Executive Director/Chief Executive Officer of the Corporation, each Director shall hold office for one year and, in any event, until their successor is duly elected and qualified or until such Director resigns, is removed, dies or becomes incompetent.

Any member of the Board of Directors may resign by delivering their written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

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**Deleted:** From the effective date of these By-Laws to the date of the annual meeting of the Members to be held in October 2019 (the “Interim Period”), the Board of Directors shall include the following persons: Leslie M. Logan, Kelly Petracca, Christine Veator and Anne Nowill (collectively, the “WGAM Directors”), Thomas F. Bagley III, William C. Van Faasen, Peter D. Costello, Cameron Read, Thomas R. Berkel, Susan Curtin, Alan Macdonald and the Executive Director of the Corporation on the effective date of these By-Laws. Up to three (3) additional Directors may be appointed by the unanimous consent of the Board of Directors for terms not extending beyond the end of the Interim Period. If at any time during the Interim Period any of the WGAM Directors are unable to serve on the Board of Directors, the remaining WGAM Directors shall appoint a Director to serve in their stead.

**Deleted:** Commencing as of the end of the Interim Period, the Board of Directors shall consist of a) the President, up to two (2) Vice Presidents, the Secretary and the Treasurer of the Corporation, b) the Executive Director of the Corporation as appointed from time to time by the Board of Directors under Section 4.10, and c) such additional persons as may be elected by the Members at the annual meeting, provided that the total number of Directors shall not exceed fifteen (15). The persons serving on the Board of Directors ex officio as Officers and the other members of the Board of Directors, other than the Executive Director, shall be elected at the annual meeting commencing with the annual meeting to be held in October 2019 from those candidates nominated in accordance with Section 5.02 below. Each Director at the time of his or her election shall be a member of one or more clubs that are Members of this Corporation and shall be designated as representing one such club. The Board of Directors shall have a minimum of five (5) female directors.

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## NOTICE OF THE 2023 ANNUAL MEETING



## MASS GOLF

Section 3.04. Powers of Board of Directors. The Board of Directors shall have the entire charge, control, and management of the Corporation and its affairs, funds, property, purposes and business, and shall have the powers possessed by the Corporation itself, so far as not inconsistent with the laws of the Commonwealth of Massachusetts, the Articles of Organization or these By-Laws. The Board of Directors may delegate to Officers and employees any powers which the Board of Directors may have and legally delegate, but shall not delegate its fiduciary responsibility to oversee the affairs of the Corporation.

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Section 3.05. Removal. A member of the Board of Directors may be removed from office (a) with or without cause by vote of a majority of the Members present at a meeting or (b) for cause by vote of seventy-five percent (75%) of the Board of Directors then in office, but only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 3.06. Meetings. The Board of Directors shall meet at the call of the President, any Vice President or at such times as the Board of Directors may determine and at such locations or by such means as may be specified in the notice of meeting.

Section 3.07. Notices. Notices of any meeting of the Board of Directors shall be given by the Secretary to each Director a) by mailing, postage prepaid, and addressed to the Director's address as registered on books of the Corporation, or, if not so registered, to the Director's last known home or business address, a written notice of such meeting at least four (4) days before the meeting; or b) by hand delivering such notice at least forty-eight (48) hours before the meeting; or c) by sending it at least forty-eight (48) hours before the meeting by nationally recognized overnight courier addressed to such address; or d) by sending such notice at least forty-eight (48) hours before the meeting by electronic transmission, which shall include transmission by electronic mail or any other process of communication not directly involving the physical transfer of paper which is suitable for the retention, retrieval and reproduction of information by the recipient. Notices sent by electronic transmission may be sent to an electronic mail address or other identifying information furnished by the Director for the purpose of receiving notices. Except as otherwise required by law, the Articles of Organization or these By-Laws, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, shall not be required, provided that all Directors have notice of such fixed or scheduled date, time and place. Posting a schedule on the Corporation's website with the date, time and place of regular meetings shall constitute notice under the preceding sentence. If the Secretary is absent or incapacitated, such notices may be given by any Officer of this Corporation. Notice need not be given to any Director if a written waiver of notice, executed by the Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice. A notice or waiver of notice of a Board of Directors' meeting need not specify the purposes of the meeting. Members of the Board of Directors or any committee designated in accordance with these By-Laws may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at

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### NOTICE OF THE 2023 ANNUAL MEETING



# MASS GOLF

the same time, and participation by such means shall constitute presence in person at a meeting.

Section 3.08. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 3.09. Action of Meeting. At any meeting of the Board of Directors at which a quorum is present, the action of the Board of Directors on any matter brought before the meeting shall be decided by the vote of a majority of those present and voting, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

Section 3.10. Special Action. Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all Directors and filed with the records of the Board of Directors' meetings. Any such consent may be executed in counterparts, and a facsimile, electronic mail or other electronic transmission from a Director stating their consent to the proposed action shall be deemed a written consent for purposes of this Section. Such consent shall be treated as a vote of the Board of Directors for all purposes.

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## Article IV – Officers

Section 4.01. Certain Officers to be Elected by the Members; Additional Officers. The Officers of this Corporation shall include a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Members as provided below.

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Additional Officers, including but not limited to a Counsel, an Executive Director/Chief Executive Officer and one or more Assistant Secretaries, may be appointed at any time by the Board of Directors, and shall have such duties as are set forth herein or as the Board of Directors may prescribe.

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Section 4.02. Election of Officers. The President, Vice Presidents, Secretary and Treasurer shall be elected by the Members entitled to vote at the annual meeting, or the special meeting held in lieu thereof, from among the candidates nominated in accordance with Section 5.02.

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→ President: → Cameron Read  
→ Vice President: → Kelly Petracca  
→ Vice President: → Thomas R. Berkel  
→ Treasurer: → William C. Van Faasen  
→ Secretary: → Anne Nowill  
Commencing as of the end of the Interim Period, t

Section 4.03. Eligibility. The Secretary shall be a resident of the Commonwealth of Massachusetts.

Section 4.04. Tenure. All Officers shall hold office for one year, or until their successors are elected and qualified.

Section 4.05. Removal. An Officer may be removed a) with or without cause by vote of a majority of the Members present at a meeting or b) for cause by a vote of seventy-five percent (75%) of the Board of Directors then in office, but only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 4.06. President. The President shall preside at all meetings of the Members and of the Board of Directors. In the absence of the President, a Vice President shall perform the

## NOTICE OF THE 2023 ANNUAL MEETING





## MASS GOLF

duties of the President. In the absence of the President and any Vice Presidents, the Board of Directors shall choose one of their number to perform the duties of the President.

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Section 4.07. Secretary. The Secretary shall keep a record of all meetings of the Members and of the Board of Directors and shall issue calls for such meetings. The Secretary shall keep a roll of the membership and take charge of all the correspondence and the papers belonging to the Corporation. The same person may perform the duties of Secretary and Treasurer.

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Section 4.08. Treasurer. The Treasurer shall collect all moneys belonging to this Corporation and expend the same under the direction of the Board of Directors. The Treasurer shall report in writing the state of finances when required by the Board of Directors, and at the annual meeting shall present a written report showing the receipts and expenditures during the preceding year.

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Section 4.09. Additional Officer: Counsel. The Board of Directors may from time to time appoint a Counsel of the Corporation. The Counsel shall advise the other Officers and Board of Directors on legal matters and act as parliamentarian at meetings of the Members, the Board of Directors and the Executive Committee. The Counsel may participate in meetings of the Board of Directors and the Executive Committee to the same extent as if the Counsel were a member of those bodies, but the Counsel shall have no power to vote at any such meeting.

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Section 4.10. Additional Officer: Executive Director/Chief Executive Officer ("CEO"). The Board of Directors may appoint an Executive Director/CEO to manage the day-to-day activities of the Corporation. The Executive Director/CEO or person serving in such capacity by a different title, if any, shall be the chief operating officer of the Corporation and shall execute on behalf of the Corporation all decisions adopted by the Board of Directors. In that connection, the Executive Director/CEO shall conduct and administer the affairs of the Corporation and exercise those powers and duties that normally pertain to the position of a chief operating officer, including but not limited to authority to execute contracts or other instruments on behalf of the Corporation, to hire and discharge employees, and to present to the Board of Directors for its consideration from time to time reports on the activities and operations of the Corporation and proposals for new initiatives. The Executive Director/CEO shall have other such powers and duties as shall be prescribed from time to time by the Board of Directors, under whose direction and supervision they shall act.

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### Article V – Committees

Section 5.01. Committees Generally. The President, with the approval of the Board of Directors, may appoint committees for such purposes as the President may determine. The duties and composition of each committee so appointed shall be approved by the Board of Directors. Committee members who are not Directors may not vote on committee actions that are taken on behalf of the Board of Directors as a whole or otherwise bind the Corporation, but may vote on recommendations or reports made to the Board.

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Section 5.02. Governance Committee. There shall be a Governance Committee, which shall be responsible for identifying, evaluating and nominating qualified and diverse candidates to serve as such as Directors and Officers of the Corporation. The Governance Committee shall consist of five (5) persons appointed by the Board of Directors, and shall include a) at least one Past President of each of the Corporation and the Women’s Golf Association of Massachusetts, Inc. (the “WGAM”), so long as there are two (2) such persons able and willing to serve, failing which two (2) Past Presidents of either the Corporation or the WGAM may serve; b) one member of the then-current Board of Directors; and c) two (2) other members of Member clubs who are not then members of the Board of Directors. The Board of Directors shall appoint one of the Past Presidents of the Corporation or the WGAM serving under clause a) above as the Chair of the Governance Committee and, if there are not two (2) Past Presidents able and willing to serve as specified in that clause, shall appoint other qualified and willing persons to serve in lieu of one or both such Past Presidents. If there are no Past Presidents serving on the Governance Committee, the Board of Directors shall appoint a Chair from among the other persons serving on the Committee. There shall at all times be at least two (2) female members of the Governance Committee. Any vacancy in the Governance Committee shall be filled by appointment of the President with the approval of the Board of Directors.

The Governance Committee shall present its list of nominations in writing to the Board of Directors not later than 30 days prior to the Annual Meeting, and such list shall be mailed to all Members not later than 14 days prior to the Annual Meeting. Failure to timely present and mail such list shall not invalidate any election of Officers or Directors.

Section 5.03. Executive Committee. The President may, with the approval of the Board of Directors, appoint an Executive Committee consisting of the President, the Vice Presidents, the Secretary, the Treasurer and, if desired, one (1) additional Director of the Corporation. The Executive Committee shall, except as the Board of Directors determines otherwise, have full power and authority to act on all matters between meetings of the Board of Directors, except for power and authority that may not under applicable law be delegated by the Board of Directors, and except for the following powers: to elect or appoint Officers other than Assistant Secretaries (which the Executive Committee may appoint); to fill Officer vacancies; to suspend or remove Members, members of the Board of Directors or Officers from office; to hire or terminate the Executive Director; to select the independent auditor for the Corporation; to change the principal office of the Corporation; or to authorize or approve on behalf of the Board of Directors any of the following: a) a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; b) a merger or consolidation of the Corporation; c) the dissolution of the Corporation; or d) the initiation of a bankruptcy or other insolvency proceeding. The Executive Committee shall maintain a written record of its work and report from time to time to the full Board of Directors.

## Article VI – Advisors and other Honorary Roles

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The Board of Directors may designate certain persons or groups of persons as advisors, sponsors, benefactors, contributors or friends of the Corporation or with other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

**Article VII – Miscellaneous**

Section 7.01. Checks, Notes, Drafts and Other Instruments. All written obligations of the Corporation, deeds, assignments, stock powers or other instruments of transfer and the like shall be signed in the Corporation’s name and on its behalf by such Officers as shall from time to time be authorized thereto by the Board of Directors.

Section 7.02. Fiscal Year. The fiscal year of this Corporation shall be determined by the Board of Directors.

Section 7.03. Amendments. The By-Laws may be amended by a two-thirds vote of the Members present at any meeting of the Corporation provided that written notice of any proposed amendment shall have been given to all Members at least fourteen (14) days prior to the meeting.

Section 7.04. Inspection of Records. Books, accounts, documents, and records of the Corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Members shall be kept in Massachusetts at the principal office of the Corporation, or at an office of the Secretary. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any Members for any proper purpose relative to the affairs of the Corporation.

Section 7.05. Indemnification. Each Officer of the Corporation (and their heirs or personal representatives) shall be indemnified by the Corporation against all Expenses (as herein defined) incurred by the Officer in connection with a Proceeding (as herein defined) in which the Officer is involved as a result of serving or having served as an Officer of the Corporation, except that no indemnification shall be provided to an Officer with respect to a matter as to which it shall have been adjudicated that the Officer did not act in good faith in the reasonable belief that their action was in the best interests of the Corporation. Furthermore, if a Proceeding is compromised or settled so as to impose any liability or obligation upon an Officer of the Corporation, no indemnification shall be provided to said Officer with respect to a matter if the Corporation obtains an opinion of Counsel that, with respect to said matter, said Officer did not act in good faith in the reasonable belief that their action was in the best interests of the Corporation.

For the purposes of the Article:

**Deleted:** An Advisory Board will be formed, comprised (to the extent such persons are available and willing to serve) of the past Presidents of the Corporation and the WGAM, the Presidents from time to time of the Francis Ouimet Caddie Scholarship Fund, Inc. and the Golf Course Superintendents of New England, Inc.; selected officials of other allied golf organizations, including the New England Golf Association, Inc., the New England Golf Course Owners Association, the New England Club Managers Association, Inc., the New England Professional Golfers Association; selected representatives of the United States Golf Association; selected members of the Championship, Member Services, First Tee of Massachusetts, Investment and Communications Committees of the Corporation and the women’s Spring Team, Fall Cup, and State Teams Committees, and other individuals appointed by the President and approved by the Board of Directors. The Advisory Board will have such duties as may be prescribed by the Board of Directors and will meet on a regular basis and at least annually, with one such meeting to be coordinated with the annual meeting of the Members. Members of the Advisory Board shall not be considered members of the Corporation under Massachusetts law and shall have no voting or other legal rights of members of not-for-profit corporations formed under Massachusetts General Laws Chapter 180.¶

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# MASS GOLF

(a) "Officer" means an individual who serves or has served as a member of the Board of Directors or in any other office filled by election or appointment by the Members or the Board of Directors, including any officer specified in Section 4.01 above.

(b) "Proceeding" means any action, suit or proceeding, civil or criminal, brought or threatened in or before any court, tribunal, or administrative or legislative body or agency; and

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(c) "Expense" means any liability fixed by a judgment, order, decree or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in a Proceeding.

Nothing in this Article shall limit any lawful rights to indemnification existing independently of this Article.

Section 7.06. Dues and Assessments. The dues for Members shall be determined by the Board of Directors. Failure to pay such dues by the due date shall entitle the Board of Directors, in its discretion, with or without notice, to suspend the voting privileges of the delinquent Member and/or to prohibit the members of said delinquent Member from participating in any activities held by Corporation.

Section 7.07. Obligations and Discipline.

(a) The acceptance of membership in the Corporation shall bind each Member to abide by all the provisions of the By-Laws and rules of the Corporation and to accept and enforce all rules and decisions of the Board of Directors.

(b) Should a Member of the Corporation refuse or neglect to comply strictly and honorably with the By-Laws or rules of the Corporation, or with the rules and decisions of the Board of Directors, it shall be liable to suspension or expulsion by a two-thirds vote of the Board of Directors present at a meeting. Should a member of a Member club be guilty of conduct prejudicial to the best interest of this Corporation, including serious or repeated breaches of the Rules of Golf or of rules, policies and procedures of the Corporation relating to participation in its competitions, events or programs, the member may be temporarily suspended or indefinitely prohibited, by a two-thirds vote of the Board of Directors present at a meeting, from taking part in any further competitions, events or programs of the Corporation.

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(c) Except as provided in Section 7.08 below, however, no Member or member of a Member club shall be disqualified or deprived of any privilege under this Section 7.07 without due notice and formal charges with specifications in writing having been made to the Board of Directors, and without having been given an opportunity to be heard.

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Section 7.08. Participation in Competitions, Events and Programs. The Board of Directors or its delegates may refuse entry or prohibit a person from participation, or continued

## NOTICE OF THE 2023 ANNUAL MEETING



## MASS GOLF

participation, in competitions, events or programs of the Corporation for any reasonable cause including, without limiting the generality of the foregoing, any action prejudicial to the best interests of the game of golf or breaches of the Rules of Golf or of rules, policies and procedures of the Corporation relating to participation in its competitions, events or programs.

**Deleted:** a particular competition

Section 7.09. Interpretation of the By-Laws. The Board of Directors shall have full power and authority to interpret these By-Laws, and its decision on all such questions shall be final, binding and conclusive.

Section 7.10. Effective Date. These By-Laws shall be effective upon approval hereof by the Members unless such approval specifies a later effective date.

**Deleted:** commencing on the effective date of the merger between the Corporation and the WGAM

Adopted by vote of the Members on                     , 2023.

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## Nominated Officers and Directors (2023 - 2024)

Megan T. Bearce  
*President*  
Thorny Lea Golf Club

Joanne T. Gagnon  
*1<sup>st</sup> Vice President*  
Renaissance

Joseph E. Mahoney, Jr.  
*2<sup>nd</sup> Vice President & Treasurer*  
Salem Country Club

Scott C. Baker  
*Secretary*  
William J. Devine Golf Course

Eduardo E. Cordeiro  
Belmont Country Club

John F. Crook  
Cape Cod National Golf Club

Chelsea L. Curtis  
The Country Club

Morris C. Davenport  
Wyantenuck Country Club

Denise A. Eddy  
Marshfield Country Club

Mace Foehl  
Taconic Golf Club

Sarah C. Forbes  
The Kittansett Club

David I. Frem  
Cyprian Keyes Golf Club

Peter T. Frodigh  
Dedham Country & Polo Club

William O. Jenks  
Brae Burn Country Club

Jesse E. Menachem *\*Ex Officio*  
Executive Director/CEO

### *Respectfully Submitted:*

Thomas F. Bagley III, Governance Committee Chair, Oak Hill Country Club

Steven B. Ayres, Worcester Country Club

Megan T. Bearce, Thorny Lea Golf Club

Cary R. Jubinville, Longmeadow Country Club

Pamela A. Kuong, Charles River Country Club

Leslie M. Logan, TPC Boston

Joseph E. Mahoney, Jr., Salem Country Club

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## MASS GOLF

### Newly Nominated Members of the Board of Directors (2023 - 2024)



Morris C. Davenport  
Wyantenuck Country Club

- Retired in 2019 as senior vice president and general manager of ESPN Radio
- Graduate of Western Michigan University as a Communications Major and was a member of the Bronco football team from 1975 to 1979
- A two-time Emmy Award winner
- Named as one of the “Top 50 Most Influential Minorities in Cable” in 2007 by CableWorld Magazine
- Member at Wyantenuck Country Club in Great Barrington, MA
- Member of the Mass Golf DEI Committee since 2020-2021 and the Marketing & Development Committee since 2021-2022



David I. Frem  
Cyprian Keyes Golf Club

- Owner & General Manager of Cyprian Keyes Golf Club in Boylston, MA since 1997
- Graduate of Dartmouth College
- New England Golf Course Owners Association President, Board of Directors from 2010- 2018, 2023 to Present
- National Golf Course Owners Association, current member of the Board of Directors
- Active Member of the Alliance of Massachusetts Golf Organizations (AMGO) for over two decades
- Participant at multiple National Golf Day Celebrations on behalf of NEGCOA, AMGO and the local industry



Mace Foehl  
Taconic Golf Club

- Member of Taconic Golf Club in Williamstown, MA
- 30-year participant in WGAM and Mass Golf events
- Rules Official with Mass Golf since 2018
- Member of the Mass Golf Championship Committee since 2020-2021
- Math Teacher & Head Varsity Golf Coach for 26 years at Northfield Mount Herman (Co-ed)
- Grew up in a big golf family of players, club champions and administrators (local to Massachusetts and the Northeast)
- Has made 9 holes-in-one!

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