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## **VGA of America, Inc.**

### **By-Laws**

VGA of America, Inc. is formed to promote the beloved game of golf to the Vietnamese and Southeast Asian amateur golfers who closely follow the USGA Amateurs rules and regulations. The goal is to promote the enjoyment, yet challenging game of golf that play with integrity and honorable traditions for all members. All golf activities are for the benefits of its members, and occasionally to raise charity donations through golf tournaments for humanity disasters.

These rules set forth will be the foundation of our organization.

#### **Article I- Name:**

VGA of America, Inc. (abbreviated for Vietnamese Golf Association of America, Inc. and henceforth shall be known as "Club").

#### **Article II- Objectives:**

This organization is to establish the camaraderie of the amateur golfers and friends from all regions of the world, however, predominantly for the Vietnamese and Southeast Asian amateur golfers with a reasonable and regular opportunity to play golf with fellow members and friends. For the number of weekends per year, we promote the game of golf with integrity, sportsmanship, and regional pride that follow closely to USGA rules and regulations.

- All players for the invitation must have to be part of the local VGA Membership, to stimulate interest in golf, to foster the mutual benefits by promoting the true spirit and honorable tradition of the game of golf.
- The Club shall operate in a calendar beginning from January 1<sup>st</sup> to December 31<sup>st</sup> of every year,
- USGA amateur rules and regulations govern all tournaments, and the representative authority,
- Unless specify, LOCAL RULES can be implemented for certain tournaments or rounds to match player's handicaps and make the game fun and fair for everyone to participate,
- Have all scores written out the score cards and no other format, in they can be turn in by electronic format, such as text emails, in their original format of the course name on them.
- Scores must be turned in, no excuse, for posting and receiving USGA Handicap Indexes from the Club,
- Provide an authoritative body to govern and conduct club competitions,



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- Tournament prizes and awards, if any, must be approved by the Board.

### **Article III- Membership:**

- Membership shall be available to all men and women over 18 years of age, and non-discriminatory.
- Membership dues shall be the committee who determines to be adequate amount to operate and maintain the Club's expenses. Membership dues shall be payable annually,
- Membership dues are not charitable donations thus it separates from the charity donation, which may have different tax treatment, for each member.
- Membership dues are for the mutual benefits of Club's members. Membership due to cover related operating expenses of the Clubs. Additional events or tournament fees will charge to member for the actual golf plays. Members shall pay their own costs of getting and from the golf events.
- Members shall agree to abide the Club's rules and regulations and support the By-Laws and general policies of the club, observe course etiquette and proper conduct established by the Board of Directors,
- New members are welcome, but they must abide to the same rules as the regular members,
- Membership confers no voice in the operation of any golf course, or have any special privilege to any member,
- The Board of Directors (BOD) have the right to refuse or revoke membership to anyone who fails to uphold the code of conduct, and rules and regulations for sake of the integrity and honorable of the game of golf.

### **Article IV- Board of Directors:**

The board of directors are consisted of up to 9 (nine) members in good standing with VGA of America. The BOD shall meet as such times and places as they may select and majority of the directors shall constitute a quorum at any meeting. In case of any vacancy through death, resignation, disqualification or other cause, the remaining directors, even though less than a quorum, may elect a successor by majority vote to hold office for the unexpired term of the director whose place shall be vacant, and until the election of his successor. Their duties will be to assist President to administer the Club's rules and regulations, and to accept and remove memberships. The initial Board of Members are:

1. Bach Nguyen
2. David V. Bui

3. Vinh Nguyen
4. Ba-Vuong Nguyen
5. Derek Nguyen
6. Sonny Pham

#### **Article V- Nominations and Elections of Directors:**

- Voting shall be written ballot or voice and those names receiving the greatest number of votes cast shall be declared. In an election year, voting process shall be completed prior to the opening tournament.
- Any member of the BOD or active member of the club may nominate candidate for the club President; the term for club President is two years with election every odd year; within 10 days after election completed, the list of all elected President shall be announced and posted on the club website.
- The elected President shall select members within the club to serve the following roles:
  1. Tournament Director
  2. Treasurer
  3. Secretary
  4. Technology Director
  5. Social Director
  6. Handicap Director
  7. Sponsorship Coordinator
- President shall preside at all meetings. The President may cancel, reschedule, or call general meetings, Board meetings or special meetings as is necessary for the business of the club. The president shall have a general supervision over affairs of the club. The initial President is:

Bach Nguyen

- Secretary shall keep and record of the Club's meetings and resolutions and assist President with all the administrative matters and conduct the Club's affairs in his/her absent. The initial Secretary is:



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David V. Bui

- Treasurer shall keep record of the members, dues, and expenses of the Clubs for the members. The initial Treasurer shall be:

David V. Bui

#### **Article VI-Rules and Regulations for Members:**

1. The initial rules and regulation of the VGA of America, Corp is to adhere closely to USGA Amateurs rules and regulations. The Club may adopt some other rules and regulations for the members' needs; however, any new rule and regulation can not substantiate from the USGA Amateurs rules and regulations.
2. All members, as of this moment, must comply to the rules and regulations set forth by the USGA Amateurs and any other local established rules and regulations.
3. Members must turn in all the score cards and must be witnessed by the playing member or non-member. All hole in one or eagle must be witnessed the other member or 2 non-members to recognized. Members' handicap shall be adjusted monthly in accordance with USGA Handicap Indexes, and at the end of the year, the most improved member may receive a cash prize and award at the amount approved by the Board.
4. Members should always be courteous and proper golf etiquette around the other players.
5. Members can play as many rounds of golf as the members choose as long the score cards are turned in and follow USGA golf rules and regulations to properly recognize as a valid score.
6. The Club shall sponsor at least 1 major golf tournament per year. Due the regular and financial constraints of the amateur golfers, the Club is only promoted no more than 2 major golf tournaments per year at this time. A tournament consists of 100 or more members participants is considered a major tournament. The Club encourages all the members to participate in the major event but is not required. The club encourages members to play at least 10 rounds of golf per year to adequately gauged the member's handicap. Most members are expected to play from the black or blue tee; some members may play from the white tee. Women members may play from any tee including the red tee.
7. The Club may sponsor mid major tournaments for the regional members or local majors such as Mid-Atlantic tournament, Biloxi Spring Open or SCal Open, etc.



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8. The Club allows members vs the other clubs' members as long the members adhere to the local rules and VGA of America, Inc.'s rules and regulations and the spirit of golf.

#### **Article VII- Regional Designation:**

**West Coast:** Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, British Columbia, Alberta Providence

**Central West:** Colorado, Iowa, Kansas, Minnesota, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Saskatchewan, Manitoba Providence

**Central East:** Alabama, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Michigan, Mississippi, Tennessee, Missouri, Ohio, Tennessee, Quebec Providence

**Northeast:** Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, S Carolina, Vermont, Virginia, West Virginia, Ontario Providence

The state or providence where your primary resident resides is the region you represent during regional competition.

#### **Article VIII- Charitable Donations:**

Although charity is not the main goal of VGA of America, Inc., however as a club, we could collectively raise money from the members for the major catastrophe that cause devastation to many human lives. The Board of Directors shall be empowered to make the occasional charitable donations to any non-profit entity or organization if deems fit. The amount of such donations shall be raised exclusively other than the regular dues from the members for humanity disaster assistance. All the proceeds from golf charity events shall go to the specifically event designated for humanity disaster.

1. The charity shall operate as a charitable for humanity disaster, such as flood, fire, or earthquake that cause major catastrophic to human lives, in accordance with its' mission and purposes, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.



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2. The charity will spend its funds in accordance with the IRC section 4942 and any future IRS code in order not to become subject to the federal and state tax on the undistributed income.
3. The charity shall not engage in any act of self-dealing or related party transactions as defined in IRC Section 4941(d) of the Internal Revenue Service, or any corresponding sections of any future federal tax code.
4. The charity shall not retain any excess business holdings as defined in the IRC section 4943(c) of the Internal Revenue Service, or any corresponding sections of any future federal tax code.
5. The charity shall not make any taxable expenses or expenditures as defined in the IRC section 4945 of the Internal Revenue Service, or any corresponding sections of any future federal tax code.
6. No part of the net earnings of the charity shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except for the charity's authorized and empowered reasonable salary or compensation for the services by the officers.
7. No substantial part of the charity's activities shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the charity shall not participate in any, or intervene, including the publishing and/or distribution of statements, for any political campaign candidate running for office.
8. Notwithstanding any other provision of this Article, the charity shall not engage in other activities such as engaging into a for profit activity that are not exempt under the IRC section 501(c)(3) of the Internal Revenue Service, or any corresponding sections of any future federal tax code.

## **Article IX – Amendment**

These by-laws may be altered, amended, or repealed and the new by-laws may be adopted by a vote of the board of directors representing the majority of all votes at the board of directors' meeting.

## **ARTICLE VIII – DISSOLUTION**

Upon the dissolution of the charity, the charity shall first attempt to dispense and disburse all its assets and funds in accordance with its mission. Any unused and remaining assets and funds shall be distributed to the State of California, which has jurisdiction of the charity's not for profit activities, or any federal, or state or local government that has jurisdiction over the charity, for a public purpose. Any property or asset not so disposed shall be disposed by a court of jurisdiction of the country in which the principal office of the charity is located, exclusively for the purposes of the charity,



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as said the court shall determine, which are organized and operate exclusively for such purposes.

#### ARTICLE – IX WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any board of director of the charity under the provisions of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

These following undersigned are the initial Board of Directors has approved this By Laws.

**Directors:**

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Bach Nguyen – Chairman of the board

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David V. Bui - Secretary

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Vinh Nguyen

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Derek Nguyen

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Ba-Vuong Nguyen

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Sonny Pham