

BYLAWS
OF
THE ROANOKE VALLEY GOLF HALL OF FAME, INC.

ARTICLE I-NAME

The name of this organization shall be THE ROANOKE VALLEY GOLF HALL OF FAME, INC.

ARTICLE II-PURPOSE

The corporation, as successor to the unincorporated nonprofit organization known as The Roanoke Valley Golf Hall of Fame, is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax law (the “Code”), including the advancement and promotion of golf in the Roanoke Valley. Its purpose shall extend to the promotion of an annual tournament or tournaments for members of the corporation; the establishment, maintenance and/or support of educational programs to promote youth participation in golf in the Roanoke Valley; and the establishment of a fund to provide college scholarships to students who have demonstrated an interest in the game of golf. The term “Roanoke Valley” shall include the independent cities of Roanoke and Salem, the counties of Roanoke and Botetourt, and such other geographical areas as the Board of Directors may from time-to-time recognize for inclusion.

ARTICLE III-MEMBERSHIP

The corporation shall be composed of two (2) classes of members located within the Roanoke Valley as are accepted for membership by the corporation's Board of Directors. The classes of membership are as follows:

1. Full Members – A class of Members consisting of golf clubs or country clubs located in the Roanoke Valley that (a) operate one or more golf courses at which the individual members have a right to play, (b) endorse the purposes of the corporation, and (c) agree to abide by the Articles of Incorporation, Bylaws, rules and regulations of the corporation as may be established from time-to-time. Full Members shall have voting rights.

2. Associate Members – A class of Members consisting of such persons, organizations and associations interested in the advancement and promotion of golf in the Roanoke Valley that (a) endorse the purposes of the corporation, and (b) agree to abide by the Articles of Incorporation, Bylaws, rules and regulations of the corporation as may be established from time-to-time. Associate Members shall not have any voting rights.

Each Member in good standing shall be entitled to all privileges of membership of such Member's respective class, including the right to be represented at all meetings of the corporation.

For purposes of these Bylaws, a Member shall be considered in good standing, if at the time of making such determination, such Member is in compliance with these Bylaws and is not delinquent in paying any dues or other fees that may be due by such Member to the corporation. The Board of Directors shall determine whether a Member is in good standing.

ARTICLE IV- MEETING OF MEMBERS

There shall be an annual meeting of the Members of the corporation in the _____ week of the month of _____ of each year. The Board of Directors shall schedule the annual meeting and the Secretary shall provide at least thirty (30) days' notice of the time, date and place of such meeting to the Members. Such notice shall contain a statement of the purposes of such meeting. Other meetings of the corporation may be called by the President, the Board of Directors, or upon the written request of thirty percent (30%) or more of the Members.

ARTICLE V-APPLICATION

Application for membership in the corporation shall be made in writing to the corporation in such form (and accompanied by such information) as the corporation may deem necessary. Dues for one (1) year shall accompany the application, which dues shall not be prorated for the first year membership, but shall be refunded in full in the event membership is denied. Election to membership shall be by majority vote of the Board of Directors.

ARTICLE VI-WITHDRAWAL AND SUSPENSION

A Member may withdraw from membership by written notice to the Board of Directors. The withdrawal of a Full Member shall terminate such Full Member's right to representation on the Board of Directors.

A Member may be suspended or expelled from membership in the corporation by a two-thirds (2/3) vote of the Board of Directors, but only after such Member has been given an opportunity to be heard after at least thirty (30) days' notice of the reason(s) for the proposed suspension or expulsion. Any Member suspended or expelled by the vote of the Board of

Directors may appeal the decision to the full membership of the corporation at the next annual meeting of the corporation or any special meeting called for the purpose of hearing such appeal, provided the intention to appeal such action is given to the President of the corporation, in writing at least forty-five (45) days prior to the meeting to be held for such purpose.

ARTICLE VII-DUES

The yearly dues for Full Members and Associate Members shall be established annually by the Board of Directors and shall be payable by each Member within thirty (30) days of notice thereof to the members. Such dues may vary depending upon the particular class of membership. No Member may be represented at any meeting of the corporation, nor shall any individual member of a Member be entitled to enter any events sponsored by the corporation, unless the Member is in good standing with the corporation.

ARTICLE VIII-BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors consisting of up to twenty-four (24) individuals and composed of one (1) representative appointed annually by each Full Member and who may be reappointed for successive terms, and such additional number of directors as may be appointed every two (2) years by the directors so appointed by the Full Members as herein set forth. The number of directors may be increased or decreased from time-to-time by amendment to the Bylaws. The Board of Directors shall be responsible for the control and management of the corporation and, among other duties, shall determine the eligibility requirements for participants in corporation sponsored events. Except as reserved to the Board herein, the Board may delegate any such duties to the President and/or the Executive Committee for the corporation.

The Board of Directors shall meet at the call of the President or at such times as the Board of Directors may otherwise determine. A special meeting of the Board may be called at any time upon the written request of at least thirty percent (30%) of the Directors. Attendance (which may include participation telephonically), at regular scheduled meetings of the Board of Directors is expected. In the absence of extenuating circumstances, any Director who misses two (2) regularly-scheduled Board meetings in any one (1) calendar year shall be deemed to have resigned as of the date of the second such absence. Extenuating circumstances shall be evaluated by the Executive Committee, however, if a member of the Executive Committee is involved, the remaining members of the Executive Committee will decide whether or not extenuating circumstances are sufficient to allow more than one (1) missed Board meeting per calendar year.

ARTICLE IX-OFFICERS

The corporation shall have a President, Vice-President, Secretary, Treasurer and such other officers as the Board of Directors may from time-to-time determine. All officers of the corporation shall be elected by the directors at the last meeting of the Board of Directors preceding the annual meeting of Members.

1. The President shall be elected for a two (2) year term and may succeed in that office for up to two (2) additional one-year terms. All other officers shall be elected for a one (1) year term and may succeed in such office for an unlimited number of terms. No person shall hold more than one (1) office at any one time except for the offices of Secretary and Treasurer. The Board of Directors may remove any officer at any time with or without cause.

2. The President shall be Chief Executive Officer of the corporation and chair of the Executive Committee and shall perform all duties incident to his office. The President shall preside at all meetings of the corporation, of the Board of Directors and of the Executive Committee. The President shall be an *ex officio* member of all committees of the corporation and shall have the right to vote at all meetings of such committees.

3. The Vice-President, in the absence of the President, shall perform the functions and duties of the President, and at any meeting of the Board of Directors at which neither the President nor the Vice-President is present, the Directors shall elect a temporary chair to preside.

4. The Secretary shall keep a record of all meetings of the corporation, of the Board of Directors, and the Executive Committee, and shall be responsible for sending all notices of such meetings. The Secretary shall keep a roll of the membership and shall be responsible for maintaining all correspondence, records and other documents of the corporation.

5. The Treasurer shall collect and expend monies of the corporation under direction of the Board of Directors. The Treasurer shall provide a written financial report when so requested by the Board of Directors and shall present a written report of the receipts and expenditures of the corporation at the annual meeting of the members.

6. A vacancy in the office of any officer, caused by reason other than expiration of the term, shall be filled on an interim basis for the balance of such unexpired term by the President and such appointment shall be approved by the Board at the next regularly scheduled meeting of the Board of Directors.

ARTICLE X-EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, the immediate past President or other person as appointed by the President, and the chairs of the Tournament Committee and Scholarship Committee. The Executive Committee shall, from time-to-time, act at the request and on behalf of the Board of Directors.

ARTICLE XI-EXECUTIVE DIRECTOR

The Board of Directors shall have the authority to appoint or employ an Executive Director whose duties and compensation will be set by the Board of Directors and shall serve under the direction of the President and the Board of Directors at the Board's discretion. The Executive Director shall be empowered by the Board of Directors to administer and conduct business activities in the name of the corporation. The Executive Director shall not be permitted to vote on any matters coming before the Board of Directors.

ARTICLE XII-COMMITTEES

There shall be a Tournament Committee, Hall of Fame Selection Committee, Scholarship Committee, Annual Banquet Committee, Finance Committee, Fund Raising Committee and such other committees as the Board of Directors may from time-to-time designate. The President shall annually appoint a chair of each committee and, except as otherwise provided in these Bylaws, such chair shall be authorized to appoint as many additional members of that committee as the chair deems necessary and approved by the Board. Other than the chair, no member of any such committee shall be required to be a director.

Unless otherwise provided herein, all committee decisions shall be by a majority vote of those in attendance provided a quorum exists.

ARTICLE XIII-MEETINGS

1. All meetings of the corporation, the Board of Directors, the Executive Committee and standing committees shall be conducted, as necessary and/or appropriate, in accordance with Robert's Rules of Order.

2. Votes at any meeting of the corporation, the Board of Directors, the Executive Committee and/or any committee of the corporation, may not be made by proxy. The Board, however, may from time-to-time authorize that a Board vote on any specified matter may be accomplished by a return mailing (including e-mail).

3. Quorum.

(a) A majority of the Full Members represented by a representative in person shall constitute a quorum at any meeting of the Members of the corporation and action shall be by majority vote.

(b) Attendance by a majority of the total number of Directors shall constitute a quorum at any meeting of the Board of Directors. Unless otherwise specified in the Articles of Incorporation or these Bylaws, action shall be by a majority vote.

(c) Attendance by a majority of the total number of members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. Action by the Executive Committee shall be by a majority vote.

4. Telephonic attendance. For purposes of establishing a quorum or otherwise, individuals may attend meetings of the Board of Directors, the Executive Committee, or any

other standing committee or any other committee meeting of the corporation (expressly excluding the annual meeting of Members) by telephonic means provided the person participating by telephone can hear and be heard by all members in attendance.

5. Unanimous consent. The Board of Directors and/or the Executive Committee may act on any matter properly before it without a meeting provided such body approves the matter by unanimous, written vote or resolution.

ARTICLE XIV-FINANCES

The corporation shall be financed by (a) membership dues; (b) entry fees collected from participants in annual golf tournaments; (c) program promotions; (d) donations; and (e) corporate partners. The Finance Committee shall prepare an annual budget, monitor adherence to the budget, develop long-range financial goals and funding strategies to achieve the goals, and otherwise provide financial oversight for the organization. The Finance Committee shall consist of the Treasurer, as chair, and up to four (4) additional members as the chair deems necessary and approved by the Board.

ARTICLE XV-NON-PROFIT ORGANIZATION

1. The corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the corporation may exercise any and all powers conferred by nonstock corporations by Sections 13.1-826 and -827 of the Virginia Nonstock Corporation Act.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer, or other private individual having a personal or private interest in the activities of the corporation, except that the corporation may pay reasonable compensation for services rendered to or for the corporation and may make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XVI-DISSOLUTION

Upon dissolution of the corporation, whether voluntary or involuntary, after paying or making provision for payment of all liabilities and obligations, and returning, transferring or conveying all assets held by the corporation upon condition thereof by reason of dissolution, the remaining assets of the corporation shall be distributed as the Board of Directors may determine to one or more entities organized and operated exclusively for charitable, educational, religious or scientific exempt purposes within the meaning of Section 501(c)(3) of the Code, at the time when distributions are made to them or to the federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted by the corporation or as directed by a Court of competent jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII-TOURNAMENTS

The corporation shall conduct, on behalf of the Full Members, one (1) or more annual tournaments as from time-to-time determined by the Board of Directors. Except as modified by the Board of Directors, eligibility requirements for tournament participation and the conduct and rules with respect to such tournaments shall be the responsibility of the Tournament Committee. The Committee shall be chaired by one of the head professionals of the Full Members and consist of the other head professionals plus not less than four (4) additional members as the chair deems necessary and approved by the Board.

ARTICLE XVIII-HALL OF FAME SELECTIONS

The President shall annually appoint a Hall of Fame Selection Committee consisting of not less than three (3) persons which shall recommend individuals for induction into The Roanoke Valley Golf Hall of Fame. The Selection Committee shall annually submit to the Board of Directors by the end of the month of March of each year its recommendation for individuals whom the committee believes, for reasons of their contribution to golf in the Roanoke Valley, should be considered for induction into the Hall of Fame. An affirmative vote of seventy-five percent (75%) of the entire Board of Directors shall be required for the selection of any individual for induction into the Hall of Fame. Individuals selected for the Hall of Fame shall be inducted in such manner and at such time as determined by the Board of Directors.

ARTICLE XIX-BYLAWS AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the entire Board of Directors at any meeting of the Board of Directors provided written notice of any proposed amendment shall have been mailed (which may include electronic distribution or “e-mail”) to all Directors at least thirty (30) days prior to the meeting. Any change in these Bylaws shall be sent immediately to all Members of the corporation.

These Bylaws were adopted by the Board of Directors at a meeting held on March 3,
2015, 2015.



Secretary