ARTICLE I
OFFICE, STRUCTURE AND PURPOSES

SECTION 1. PRINCIPAL OFFICES

The principal office of the Association shall be located at 11 Walnut Hill Road, in the City of Amherst, in the County of Hillsboro, in the State of New Hampshire, 03031-1713 or at such other location or locations as the Board may from time to time appoint or the affairs of the Association may require.

SECTION 2. STRUCTURE

The Association shall be a non-profit, non-union, non-partisan, non-segregated organization whose members shall have the sole right to govern and control its activities through their elected Trustees and Officers as provided in these Bylaws.

The Association shall uphold democratic principles and shall refuse application for membership or revoke the membership of any individual who advocates overthrow of the Government of the United States of America or the political subdivisions thereof by force, violence or unconstitutional means or violate or is in violation of the bylaws of the Association.

The Association shall be the parent organization, and, after due negotiation with local members, shall recognize by action of the Board, from time to time, the formation of regional subsidiaries of the Association, entitled, as Regional Associations, to representation on the Board. Such Regional Associations shall be formed along the same lines as the Association, and the Association shall provide such guidance and assistance to said Regional Associations as shall be necessary to perpetuate and promote the general objects of the Association. Each Regional Association shall have its own Bylaws which shall not be inconsistent with or contrary to the Bylaws of the Association.

Each Regional Association, upon approval by the Board, shall have the right to use the logo and other registered marks of the Association.
SECTION 3. PURPOSES

(A) The purposes of the Association shall be limited to charitable purposes as follows:

To assist amputees in their rehabilitation, both physically and psychologically, by means of encouraging participation in golf.

To hold and conduct local, regional and national golf tournaments for competitive play by amputees.

To encourage the development of self-confidence upon the part of amputees by introducing them to active out-of-doors activity and the example of accomplishment of others so handicapped.

(B) The Association may not engage in any activities which do not further its charitable purposes.

(C) No part of the net earnings of the Association shall enure to the benefit of or be distributable to the Association's Trustees, Officers or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Association's charitable purposes.

(D) No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

(E) Notwithstanding anything herein to the contrary, the Association shall not carry on any activities that are not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(F) Upon the dissolution of the Association, the Trustees shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of the assets of the Association in such manner or to such other organization or organizations organized and operated exclusively for charitable, religious, scientific, educational or other exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a federal, state or local governmental body to be used for exclusively public purposes as the Trustees shall determine.

(G) By these By-laws, the Association may make any other provisions for the arrangement or conduct of the business of the Association,
provided the same is not inconsistent with this Section 3 of this Article I or with the laws of United States.

ARTICLE II
MEMBERS

SECTION 1. CLASSES OF MEMBERS

(A) REGULAR MEMBER
Dues for Regular Members are twenty five dollars ($25.00) per year, non-cumulative, due on or before March 1st of each year. Regular Membership is open to any Amputee (as such term is hereinafter defined). “Amputee” shall mean an individual who is physically absent any extremity (hand or foot), or combination of extremities. Such physical characteristic shall be further defined as an amputation or congenital defect at a major joint of the arm or leg, such as ankle, knee or hip; wrist, elbow or shoulder.

(B) REGULAR LIFE MEMBER & ASSOCIATE LIFE MEMBER
Dues for Regular and Associate Life Members (collectively, “Life Members”) shall be a one time payment of two hundred fifty dollars ($250.00). Regular Members qualify to be Regular Life Members, and have the same rights as Regular Members (Article II Section 1(A)). Associate Members qualify to be Associate Life Members, and have the same rights as Associate Members (Article II Section 1(D)).

(C) HONORARY MEMBER
Any individual, who has made an outstanding contribution to the general welfare of amputee golf or has in some way brought distinction to the Association, may be nominated by any Trustee for election as an Honorary Member for life. Honorary Members shall be elected by an affirmative vote of a majority of the Board. Honorary Members shall be entitled to the same privileges as Regular Members, except the right to vote and to play as competitors in the Association’s National Championship Tournament (the “Championship Tournament”).

(D) ASSOCIATE MEMBER
Dues for Associate Members are Thirty-five dollars ($35.00) per year, non-cumulative, due on or before March 1st of each year. Associate Membership shall be open to any person, organization (such as an orthotic or prosthetic firm, hospital) or clinic that wishes to promote continued interest
and support for the Association. Associate Members shall be entitled to the same privileges as Honorary Members.

SECTION 2. VOTING RIGHTS

Each Regular Member and Regular Life Member shall be entitled to one (1) vote on each matter submitted by the Board or from the floor to a vote of the Regular Members and Regular Life Members at the annual meeting; provided, however, that such Regular Member and/or Regular Life Member shall have paid his dues for such year.

SECTION 3. TERMINATION OF MEMBERSHIP

After an appropriate hearing, as determined at the discretion of the Board, the Board, by a majority vote, may suspend or terminate the membership of any member who (i) violates the Code and/or the Rules (as such terms are defined in ARTICLE XII of these Bylaws) or (ii) defaults in the payment of dues for the period set forth in ARTICLE X, SECTION 3 of these Bylaws.

SECTION 4. RESIGNATION

Any member may resign from the Association by sending a written resignation to the principal office of the Association; provided, however, that such resignation shall not relieve the resigning member of his obligation to pay any dues, assessments or other charges theretofore accrued and unpaid prior to such resignation.

SECTION 5. REINSTATEMENT

Upon a written request, signed by a former member and filed with the Trustee having responsibility for the geographical section of the country in which the former member now resides, the Board, by a majority vote, may reinstate the former member to full membership upon such terms as the Board may deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP

Membership in the Association is not transferable or assignable.

ARTICLE III
MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING

The annual meeting (the "Annual Meeting") of the members of the Association shall be held in the city of and on the same day or days as the Championship Tournament; provided, however, that the scheduled times for the Annual Meeting and the Championship Tournament shall not conflict. The time and place of the Annual Meeting shall be published in the invitation to the Championship Tournament and the time shall be such to allow for the continuation of an adjourned meeting within twenty four (24) hours if
necessary. The purpose of the Annual Meeting shall be to vote upon such matters as shall be properly brought before the membership.

SECTION 2. DISCLOSURES
At the Annual Meeting, the Board shall report on the results of operations since the last Annual Meeting and provide a financial report covering the fiscal year last ended. The Board shall answer all questions regarding such disclosures and any other business which may affect the Association. Minutes from the meeting shall be kept at the principal offices of the Association. Upon request, Regular Members and Regular Life Members shall be entitled to review the minutes of any meeting of the Board.

SECTION 3. NOTICE OF MEETING
Special meetings of the members may be called by the Board at its discretion to conduct business of an immediate nature as it effects the membership of the Association as a whole. Written notice (the “Notice”) stating the place, day and hour of any special meeting shall be delivered either personally or by mail to each member entitled to vote at such meeting not less than twenty (20) nor more than sixty (60) days before the date of such special meeting. If mailed, the Notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid. Voting at special meetings shall be by written ballot which shall be sent to all members along with the Notice.

SECTION 4. QUORUM
The members holding five percent (5%) of the votes which may be cast at any meeting of the members, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time with further notice.

SECTION 5. PROXIES
At any meeting of the members, a Regular Member or a Regular Life Member may vote by proxy executed in writing by such member. The proxy must be signed by the member and must designate his official proxy to act on his behalf at the time of the scheduled meeting.

ARTICLE IV
THE BOARD OF TRUSTEES

SECTION 1. GENERAL POWERS
The Board shall direct and provide by majority vote, through the office of the Executive Director, the guidelines to implement Article I, Section 3 of these Bylaws. Membership goals and benefits consistent with the purposes set forth in Section 3, although not specifically listed therein, shall be discussed and resolved in a timely manner at any regular meeting of the Board or at any other meeting as otherwise provided for in these Bylaws.
SECTION 2. DUTIES AND RESPONSIBILITIES

The Board shall have responsibility for the management of the affairs, property and policy of the Association. The Board may (i) delegate any of their responsibilities to an officer of the Association or a committee established by the Board (individually, a “Committee” and collectively, the “Committees”), (ii) adopt or modify rules for the playing of the game of golf, (iii) adopt or modify the qualifications regarding the standing of members, (iv) elect, suspend or expel members of the Association, (v) form Committees and adopt, amend, or rescind the rules of eligibility and qualification for participation in such Committees and (vi) appoint officers and agents of the Association and fix the duties and compensation of such officers and agents.

SECTION 3. MEETINGS

A regular annual meeting of the Board shall be held without notice other than this Bylaw, one (1) hour before and at the same location as the Annual Meeting. Special meetings of the Board may be called by any Trustee upon two (2) days written notice or one (1) day notice by telephone or facsimile to each other Trustee at a date and time which is acceptable to a majority of the Board. Meetings of the Board may be held with the Trustees meeting in person, with some meeting in person and others participating electronically or with all Trustees participating electronically.

SECTION 4. NUMBER, QUALIFICATIONS AND TENURE

The Board shall consist of a minimum of four (4) Trustees and the membership of each of the four (4) “Regional Associations” set forth in Article 1, Section 3 of these Bylaws shall be entitled to elect one (1) of the four (4) Trustees. Any Regular Member or Regular Life Member in good standing, shall be eligible for election as a Trustee and shall be the representative of the geographical area encompassed by the Regional Association which elected such Trustee. Each Trustee shall hold office until his successor shall have been elected and qualified. Each Trustee’s term of office shall be determined by the Regional Association which he is elected to represent. Any specified term of office shall not preclude (i) the provisions for removal set forth in SECTION 5 of this ARTICLE and/or (ii) removal via a vote of “no confidence” vote by a plurality of the members of the Regional Association which a Trustee represents. There shall be no chairman of the Board. Each Trustee is equal and may, from time to time, chair a meeting when requested by the other Trustees or in the absence of the Executive Director.

SECTION 5. REMOVAL OF A TRUSTEE BY THE BOARD

The Board may remove any Trustee currently serving on the Board by majority vote of the duly elected Trustees of the Board (other than the Trustee whose removal is being considered) on the grounds that such Trustee (i) habitually fails to attend meetings of the Board, (ii) fails to perform the duties of his office and/or (iii) acts against the best interests of the Association.

SECTION 6. VOTING
No other person other than a duly elected Trustee may vote at a meeting of the Board, except as set forth in Section 7 of this Article and Article 5, Section 4 of these Bylaws. No Trustee may give his proxy to any person.

**SECTION 7. QUORUM**

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of Trustees are present at said meeting, the Executive Director, pursuant to this Bylaw, shall be entitled to one (1) vote in all matters before the Board in order to constitute a quorum.

**SECTION 8. VACANCIES**

In the event a Trustee dies, resigns, retires or is removed pursuant to Section 5 of this Article, the remaining Trustees shall appoint a member in good standing (the “Appointee”) to fill the vacancy until such time as the membership of the Regional Association of the vacating Trustee shall elect a replacement Trustee. The Appointee shall have all the rights and obligations of an elected Trustee.

**SECTION 9. COMPENSATION**

Trustees as such shall not receive compensation for their services. However, by resolution of the Board and this Bylaw, Trustees may be reimbursed for costs incurred in connection with the affairs of the Association.

**SECTION 10. HONORARY TRUSTEES**

The Board may, from time to time, elect as an Honorary Trustee of the Board any person who, in the considered opinion of the Board, by reason of his interest, knowledge or service to the Association, may be entitled to such recognition. Honorary Trustees shall have no voting rights, however, Honorary Trustees may be asked for advice and guidance on matters which the Board deems appropriate.

**ARTICLE V**

**OFFICERS**

**SECTION 1. OFFICERS**

The officers of the Association shall be an Executive Director, Marketing Director, Secretary and a Treasurer and such other officers as the Board may deem necessary (individually, an “Officer” and collectively, the “Officers”).

**SECTION 2. ELECTION AND TERM OF SERVICE**

Each Officer shall serve in his elected capacity for a term stipulated in his contractual agreement with the Association or as such Officer may otherwise agree with the Board. The election of the Officers by the Board shall be held at any meeting of the Board. New offices may be created and filled by the Board as the Board, by an affirmative majority vote, deems necessary to manage the affairs of the Association.
SECTION 3. VACANCIES
A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by an affirmative vote of a majority of the Board at their earliest convenience.

SECTION 4. DUTIES
(A) EXECUTIVE DIRECTOR
The Executive Director shall be the principal executive officer of the Association and shall supervise the business, affairs and other Officers of the Association. The Executive Director shall preside at all meetings of the members and of the Board; he shall possess no voting rights with respect to actions by the Board unless there be a tie or when necessary to effect a quorum. He may sign, as authorized by the Board or this Article, any deeds, mortgages, bonds, contracts or any other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or by statute to some other officer or agent of the Association; and in general shall perform all duties related to the office of Executive Director.

(B) MARKETING DIRECTOR
The Marketing Director shall be responsible for securing monetary donations for the Association and its programs. The Marketing Director shall possess no voting rights with respect to actions by the Board. He shall report directly to the Executive Director either electronically or in writing for guidance and for the express purpose of coordinating fund raising efforts with the Trustees, other Officers or members of the Association. All funds raised are to transmitted directly to the Treasurer for deposit in the appropriate account. The Marketing Director may sign contracts or any other instruments as authorized by the Board, the Executive Director or these Bylaws.

(C) TREASURER
The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association. The Treasurer shall receive and give receipts for monies due and payable to the Association from any source whatsoever and shall deposit all such monies in the name of the Association in such banks, trust companies, or other depositories in accordance with the provisions of ARTICLE VII of these Bylaws. If required by the Board, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have no voting rights with respect to actions by the Board. He shall report directly to the Executive Director
regarding matters inherent to the office of Treasurer and in accordance with sound accounting practices.

SECTION 5. COMPENSATION
Officers shall receive compensation and/or reimbursement for costs incurred in connection with the affairs of the Association as set forth in their contractual agreements with the Association.

ARTICLE VI
COMMITTEES

SECTION 1. ELECTION
The Board may, by resolution adopted by an affirmative majority vote, (i) create various Committees, (ii) elect the members of such Committees and (iii) designate the duties of the members of such Committees. Except as otherwise provided in such resolution, members of each such Committee shall be members of the Association.

SECTION 2. TERM OF OFFICE
Each member of a Committee shall continue as such until such time as determined by the Board or until such member dies, resigns, is removed or otherwise ceases to serve on such Committee.

SECTION 3. CHAIRMAN
One member of each committee shall be elected by a majority of the members of said Committee to the position of Chairman.

SECTION 4. VACANCIES
Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in SECTION 1 of this ARTICLE.

SECTION 5. QUORUM
Unless otherwise provided in the resolution of the Board creating such Committee, a majority of the Committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present, shall constitute the act of the Committee.

SECTION 6. RULES
Each Committee may adopt rules for its own government not inconsistent with these Bylaws or procedural rules adopted by the Board.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND GIFTS

SECTION 1. CONTRACTS
The Board may authorize any Officer or agent of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract of execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or agent of the Association and in such manner as from time to time shall be designated by resolution of the Board. In the absence of such designation by the Board, such instruments shall be signed by the Treasurer.

SECTION 3. DEPOSITS

All funds of the Association shall be deposited within five (5) days of receipt by the Treasurer to the account or accounts of the Association in such banks, trusts, or other depositories as the Treasurer may select upon the approval of the Board.

ARTICLE VIII
CERTIFICATES OF MEMBERSHIP

SECTION 1. CERTIFICATES

The Board shall provide for the issuance of certificates of membership (individually, a “Membership Certificate” and collectively, the “Membership Certificates”) which shall be in such form as may be determined by the Board. Such Membership Certificates shall be signed by the Executive Director or other Officer designated by the Board. The name and address of each member and the date of issuance shall be entered on the records of the Association. If any Membership Certificate shall become lost, mutilated or destroyed, a new Membership Certificate may be issued upon such terms and conditions as the Board may determine.

SECTION 2. ISSUANCE OF CERTIFICATES

When an individual pays to the Association any fees or dues that may be required, a Membership Certificate shall be issued in his name, signed by the Executive Director or designee and delivered to him by regular mail as provided for under the provisions of SECTION I of this ARTICLE.

ARTICLE IX
BOOKS AND RECORDS

The Association shall maintain (i) correct and complete books and records of account, (ii) minutes of the meetings of its membership, Board and Committees and (iii) a record indicating the names and addresses of the Regular and Regular Life Members (which shall be kept at the registered or principal office of the Association). All books and records of the Association may be inspected by any member or his agent or attorney for just cause or
purpose at any reasonable time. The necessity for and the need to copy any book or record for dissemination will be determined by the Board, its designee or as provided for in these Bylaws.

ARTICLE X
DUES

SECTION 1. ANNUAL DUES
The Board may determine, from time to time, the amount of fees, if any, and annual dues payable to the Association for membership in each class.

SECTION 2. PAYMENT OF DUES
Dues shall be payable on the first day of March in each calendar year and must be paid prior to participation in the Championship Tournament.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP
When any member of any class shall be in default in the payment of dues for a period of one hundred and eighty one (181) days from the beginning of the calendar year or period in which said dues became payable, his membership may there upon be suspended or terminated by the Board.

ARTICLE XI
SEAL
The Board shall provide a corporate seal for the Association which shall be in the form using the initials "N.A.G.A."

ARTICLE XII
ETHICS
The term “Amputee Golfer” must be synonymous with a pledge of honor to service other amputees, mutual understanding, good sportsmanship and fair play (the “Code”). All members shall strictly adhere to the Code and to the established United States Golf Association (the “U.S.G.A.”) Rules of Golf, the U.S.G.A.’s modification of the Rules of Golf for Golfers with Disabilities, as amended from time to time by the U.S.G.A., and any local rules, conditions and etiquette in all tournaments (collectively, the “Rules”). Violation of the Code and/or the Rules may result in disqualification in competition, penalties imposed at the decision of the Board and/or the initiation of membership suspension or termination proceedings by the Board as set forth in ARTICLE II, SECTION 3 of these Bylaws.

ARTICLE XIII
WAIVER OF NOTICE
When any notice is required to be given under provisions of the General Nonprofit Law of Ohio or under provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before

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of after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS OF BYLAWS

These Bylaws may be changed, amended or repealed and new Bylaws may be adopted by a sixty percent (60%) majority vote of the members entitled to vote who are represented at the meeting in person or by proxy at any regular or special meeting, if at least thirty (30) days written notice is given of an intention to change, amend, repeal or adopt new Bylaws at such meeting.