



BYLAWS

Approved by Membership 12/15/13

ARTICLE I - NAME AND OBJECTIVE

Section 1.1 Name: The corporation shall be known as Sports Field Management Association (hereinafter referred to as SFMA).

Section 1.2 Objectives: The objectives shall be to:

1.2.1 Encourage the collection and dissemination of scientific, educational and applied knowledge through association with those persons engaged in and who are concerned with the construction, maintenance and use of sports fields for superior playing conditions.

1.2.2 Provide educational opportunities that promote the sports field industry.

1.2.3 Support research and development of superior playing surfaces for sports field facilities as an organization or in conjunction with the SAFE Foundation.

1.2.4 Promote the development, design and use of related materials and equipment for the sports field industry.

ARTICLE II - RECORDS

Section 2.1 Membership Register: SFMA shall keep at its registered office, or at such other place or places within the United States, as the Board of Directors may determine, a membership register, giving the names and addresses of the Members.

Section 2.2 Records to be Kept at Registered Office: The records of this association shall be kept at the Headquarters of the Association.

ARTICLE III - MEMBERS

Section 3.1 Appointment: The members of SFMA shall be approved and accepted by the Board of Directors of the Association or its duly appointed representative. Each Member must be in good standing, and accept and abide by the Code of Ethics. Members who are not in good standing or violate the Code of Ethics may be removed by the Board of Directors.

Section 3.2 Membership Classification: There shall be three (3) classifications of Members: voting, non-voting and honorary. All other rights, interests and privileges shall be equal.

Section 3.3 Categories of Voting Members: There shall be four (4) categories of voting membership.

3.3.1 Category 1 - Sports Field Manager: Person with primary responsibility of employment in the management/maintenance of sports field(s) and has no responsibility to sell or promote services and/or products, upon payment of dues and being accepted for membership, may become an active voting member in SFMA and is eligible to hold elective office.

3.3.2 Category II - Sports Field Manager Associate: Person with primary responsibility of employment in the management/maintenance of sports field(s) AND who is employed by the same organization, team, city or company as a Category I member upon payment of dues and being accepted for membership, may become an active voting member in SFMA and is eligible to hold elective office. Each facility must have a Category I member before a person can join this category.

3.3.3 Category III – Commercial (includes consultants, architects, designers, contractors, management companies, distributors and manufacturers, etc.): Company engaged in a commercial enterprise providing services and/or products to the sports field profession upon payment of dues and being accepted for membership, may become an active voting member in SFMA. One individual within the company shall be designated as the contact to receive communications and that individual is responsible for casting any votes on behalf of the company. This individual is eligible to hold any elective office available to the commercial category.

3.3.4 Category IV – Academic: Person engaged in research, education or in extension outreach programs related to sports fields, upon payment of dues and being accepted for membership, may become an active voting member in SFMA and is eligible to hold elective office.

Section 3.4 Categories of Non-Voting Members: There shall be four (4) non-voting categories of membership:

3.4.1 Category V- Student: Any full-time student, upon payment of dues, verification of enrollment and being accepted for membership, may become a non-voting member of SFMA and is not eligible to hold elective office.

3.4.2 Category VI - Commercial Associate: Person employed by the same Category III member company, but who is not the designated representative, upon payment of dues and being accepted for membership, may become a non-voting member in SFMA and is not eligible to hold elective office.

3.4.3 Category VII – Affiliate (includes coaches, athletic directors, administrators, owners, trainers, equipment managers, volunteers, etc.): Person who is indirectly or on a part-time basis, involved in the maintenance/management of sports fields, and upon payment of dues and being accepted for membership, may become a non-voting member of SFMA and is not eligible to hold elective office.

3.4.4 Category VIII - Retired: Person who is retired and no longer seeking full-time employment within the scope of activities of any SFMA membership category, and who has been a member of SFMA for five years, may become a non-voting member of SFMA and is not eligible to hold elective office.

Section 3.5 Category of Honorary Membership: There shall be two (2) categories of Honorary Membership.

3.5.1 Category IX – Past President: Upon completion of board service in good standing, Past Presidents shall be awarded a lifetime membership. Past Presidents can simultaneously hold another category of membership, which corresponds to their employment responsibilities, and will receive the rights, privileges and limitations of that category.

3.5.2 Category X– Honorary Lifetime: By majority vote of the Board of Directors, Honorary Lifetime membership shall be conferred upon a nominee who has made a significant contribution to the sports field management profession. Honorary Lifetime Members can simultaneously hold another category of membership, which corresponds to their employment responsibilities, and will receive the rights, privileges and limitations of that category.

ARTICLE IV - MEETINGS AND MEMBERS

Section 4.1 Place of Meeting: All meetings shall be organized and held at such places as designated by the Board of Directors or its duly appointed representative.

Section 4.2 Annual Meeting: The Annual Meeting of the Members shall be held on the date, time and place as determined by the Board of Directors for the installation of Directors and Officers and the transaction of such other business as may come before the membership.

Section 4.3 Special Meetings: Special meetings of the Members for any purpose may be called by the Board of Directors, pursuant to a resolution approved by a majority of the entire Board of Directors, or by a voting member (or members), who has obtained signatures on a petition from 25% of the voting membership as defined by the Standard Operating Procedure (SOP): Special Meetings. Business transacted at a special meeting shall be confined to the purpose stated in the call and notice thereof.

Section 4.4 Notice of Meetings: Notice of each regular and special meeting of Members stating the date, time and place thereof and the general nature of the business to be considered shall be given a minimum of (10) days and not more than sixty (60) days before the date of meeting by whatever media the Board of Directors or its duly appointed representative deems appropriate to each Member entitled to vote thereat at their address as it appears on the records of the Association.

Section 4.5 Voting Rights: Each Member who is entitled to vote pursuant to the terms of these Bylaws, shall be entitled to vote in person or by proxy.

Section 4.6 Quorum: A majority of the Members present in person or by proxy, entitled to vote shall be requisite to and shall constitute a quorum for the transaction of business at any meeting of the Members.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Purpose, Number and Representation. The business and affairs of the Association shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of 13 members: five (5) Officers and eight (8) Directors from the voting categories of membership, with representation as defined in Articles VI and VII. No more than one representative from the same Commercial Member Company may serve on the Board of Directors at one time.

Section 5.2 Quorum: All actions of the Board of Directors, unless otherwise noted, shall be by a simple majority vote of the members of the Board of Directors.

Section 5.3 Regular Meetings: Regular meetings of the Board of Directors shall be held at such date, time and place, as the President shall determine. The Executive Director shall give notice to each Director by whatever media the Executive Director deems appropriate.

Section 5.4 Special Meetings: Special meetings of the Board of Directors may be called by the President on twenty-four (24) hours' notice to each member of the Board of Directors. Upon receipt of the written request of any member of the Board of Directors, the President or the Executive Director may call a special meeting. Such meeting may be held by whatever media or means deemed appropriate, including telephonically, internet or electronic messaging.

Section 5.5 Committees: From time to time, the Board of Directors may create such standing and special committees as they may see fit and may designate the duties and powers of such committees, provided however, that no such committee shall be given authority to amend the Bylaws of this Association. The President shall appoint committee chairpersons from the active voting Members of SFMA.

Section 5.6 Nominations: The Nominating Committee shall present to the membership by written notice a slate of qualified candidates for the Board of Directors, and place those names in nomination. Serving as a Member of the Nominating Committee shall not be a restriction preventing such member from being a candidate for the Board of Directors. The Members shall have the right to elect, by write-in, any otherwise qualified member in good standing.

Section 5.7 Removal of Board of Directors: The voting Members may remove a board member(s) or the entire Board of Directors from Office. A voting member must obtain signatures on a Petition for Removal from 25% of the voting Membership as defined by the Standard Operating Procedure (SOP): Board of Directors Removal. The removal process will take place at a special meeting that has been called by the Ethics Committee per SOP for Board of Directors Removal. Voting members who cannot attend the special meeting in person can vote in absentia by mail, fax or electronic means. A two-thirds majority of the voting membership is required to remove a board member(s) or the entire Board of Directors. At that same meeting, new board member(s) may be elected to fill the open positions.

ARTICLE VI – OFFICERS

Section 6.1 Designation, Election and Term of Office: The Officers of this Association shall be President, President Elect, Commercial Vice President, Secretary /Treasurer, and Immediate Past President.

6.1.1 Designation: The Association's President, President Elect, Commercial Vice-President, Secretary/ Treasurer, and Immediate Past President shall compose an Executive Committee. The Executive Committee shall meet at the call of the President regarding the business management of the Association. All actions of the Executive Committee are subject to the approval of the Board of Directors.

6.1.2 Election: All officers shall be elected by ballot by a majority of the voting Members casting ballots prior to the annual meeting. Ballots may be submitted by regular mail, fax or other approved electronic means that assure that the individual voting is qualified to vote and their vote is counted only once. In case of a tie, the process detailed in the Standard Operating Procedures (SOP): Election Tie will be followed.

6.1.3 Ascension Process: One candidate shall be placed on the ballot for President Elect and one candidate placed on the ballot for President. A minimum of two candidates shall be placed on the ballot for Secretary/Treasurer. At each annual election, the Secretary/Treasurer shall ascend to President Elect, the President Elect to the President, and the President to Immediate Past President. If a vacancy occurs in one or more of these offices, the SOP: Officer Vacancy Ascension Process shall be followed.

6.1.4 Term of Office: All officers shall serve in an office a term of one (1) year or until the next annual election, except the Commercial Vice President, who may serve up to two terms. The commercial Vice President is ineligible to ascend to the presidency. The term of office shall begin upon installation at the Annual Meeting of the Association. Serving the duration of the unexpired term of a vacated Officer position shall not count against the one-year term limit. Officers would be eligible to be elected to serve on the SFMA Board following a minimum of a two (2) year period of non-Board service.

Section 6.2 Duties of the Officers

6.2.1 Duties of the President: The President shall preside at all meetings of the Members and at meetings of the Board of Directors. The President shall have the authority to fill all vacancies on the Board of Directors pursuant to Sections 6.3 and 7.2. The President shall have general charge, supervision and control of the business affairs of the Association under the direction of the Board of Directors.

6.2.2 Duties of the President Elect: The President Elect shall preside at all meetings of the Members and the Board of Directors in the absence of the President. In the event the office of President shall become vacant, the President Elect shall perform all duties of the President until the annual election. The President Elect shall oversee the coordination of all educational activities of the Association including the Annual Conference and Trade Show.

6.2.3 Duties of the Commercial Vice President: The Commercial Vice President shall represent the interests of the commercial member affiliates to the Board of Directors and assist with the coordination of the trade show portion at the Annual Conference and Trade Show.

6.2.4 Duties of the Secretary / Treasurer: The Secretary/Treasurer shall monitor the financial affairs of the Association, oversee records of all association votes and minutes, and report the association's condition to the Board of Directors at the regular meetings. The Secretary/Treasurer may assign a representative to record all meeting minutes.

6.2.5 Duties of the Immediate Past President: The Immediate Past President shall serve as chairperson of the Nominating Committee. The Nominating Committee must have representation from the membership segments as defined in Article VII for all the directorship positions up for election during the current election cycle.

Section 6.3 Vacancies: Vacancies occurring in any office shall be filled as specified in the SOP: Officer Vacancy Ascension Process. Appointments made under the provision of this section shall be for the duration of the unexpired term of office vacated.

Section 6.4 Changes in Representation

6.4.1 Any Officer who becomes unemployed shall have up to six (6) months or until the end of his/her term, whichever is less, to find qualified employment or resign.

6.4.2 Any Officer who becomes employed in the commercial sector, or if the Vice President-Commercial becomes employed in another category, he/she has up to three (3) months or until the end of his/her term, whichever is less, to resign.

Section 6.5 Removal of Officers

6.5.1 By Board of Directors Action: Any Officer missing two (2) consecutive meetings without valid reason may be dismissed from the position and the vacancy filled in accordance with Article VI, Section 6.3.

6.5.2 By Member Action: See Section 5.7 for the removal process for an Officer or the entire Executive Committee.

ARTICLE VII – DIRECTORS

Section 7.1 Number, Representation, Election, and Term of Office: There shall be eight (8) Directors from the voting categories of membership. The Directors are defined as follows:

7.1.1 There must be one director representing the Professional membership segment, which is any Category I or II person who manages sports fields used by professional athletes.

7.1.2 There must be one director representing the Higher Education membership segment, which is any Category I or II person who manages sports fields for institutions that provide education beyond the secondary level.

7.1.3 There must be one director representing the K-12 membership segment, which is any Category I or II person who manages sports fields for institutions that provide education to students in grades Kindergarten through 12.

7.1.4 There must be one director representing the Parks and Recreation membership segment, which is any Category I or II person who manages sports fields for a parks and recreational facility, municipality, city or other non-profit entity.

7.1.5 There must be one Director representing Category III – Commercial.

7.1.6 There must be one director representing Category IV – Academic.

7.1.7 There must be two at-large Directors, from any category of membership.

7.1.8 Election: All Directors, except one at-large Director, shall be elected by ballot by a majority of the voting members casting ballots prior to the annual meeting. One at-large Director may be appointed by the President. Ballots may be submitted by regular mail, fax or other approved electronic means that assure that the individual voting is qualified to vote and their vote is counted only once. In case of a tie, the process detailed in the Standard Operating Procedures (SOP): Election Tie will be followed.

7.1.9 Term of Office.

7.1.9.1 Directors who are elected to represent the membership categories specified in 7.1.1 through 7.1.6 shall serve a two (2) year-term and are eligible to be elected to a second term. Directors representing the Professional, K-12 and Category III-Commercial shall be elected for odd numbered years. Directors representing Higher Education, Parks and Recreation and Category IV – Academic shall be elected for even numbered years.

7.1.9.2 The Elected At-Large Director shall serve a term of one (1) year and is eligible to be elected to serve a second term.

7.1.9.3 The Appointed At-Large Director shall serve a term of one (1) year or until the next annual election.

Section 7.2 Vacancies: Vacancies occurring in any directorship shall be filled by appointment by the President. Appointments made under the provision of this section shall be for the duration of the unexpired term of office vacated.

Section 7.3 Changes in Representation:

7.3.1 Any Director who changes employment that affects the membership segment he/she represents shall have up to three (3) months or until the end of his/her term, whichever is less, to resign from the Board.

7.3.2 Any Director who becomes unemployed shall have up to six (6) months or until the end of his/her term, whichever is less, to become employed in the membership segment that he/she was elected to represent, or resign from the Board.

Section 7.4 Removal of Directors

7.4.1 By Board of Directors Action: Any Director missing two (2) consecutive meetings without valid reason may be dismissed from the position and the vacancy filled in accordance with Article VII, Section 7.2.

7.4.2 By Member Action: See Section 5.7 for the removal process for a Director.

ARTICLE VIII – CODE OF ETHICS

Section 8.1 Ethics Committee. The Board shall enforce the Code of Ethics through an Ethics Committee. The Committee shall consist of a Chairman and members of his/her choice selected from the voting members of the association. The President may remove the current Ethics Committee Chairman within the first 30 days of his/her office with the approval of two-thirds majority vote of the Board of Directors. If the chairman position becomes vacant, the President may appoint a Chairman from the voting members of the association with the approval of a two-thirds majority vote of the Board of Directors.

Section 8.2 Violations: Any alleged ethics violation by any member including the Board of Directors, shall be addressed by the Ethics Committee, who will follow its Standard Operating Procedures (SOP): Ethics for all members.

ARTICLE IX – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 9.1 Insurance and Indemnification: This Association shall indemnify each Director, Officer, employee or agent of SFMA against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by them to the fullest extent to which Officers and Directors may be indemnified under the terms and conditions of SFMA's Directors and Officers insurance.

ARTICLE X – DUES

Section 10.1 Dues: The Board of Directors shall establish the annual membership dues.

ARTICLE XI – FISCAL PROCEDURE

Section 11.1 Fiscal Year: The fiscal year of SFMA shall begin on the first day of January in each year and shall coincide with the calendar year.

Section 11.2 Contracts: The Board of Directors may authorize any Officer or Officers, duly designated representative or representatives, to enter into contract or execute and deliver instruments in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 11.3 Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued on its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 11.4 Checks, Drafts, etc.: All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of SFMA shall be signed by such Officer or Officers, duly appointed representative or representatives of the Association and in such manner as determined by the Board of Directors.

Section 11.5 Deposits: All funds of SFMA, not otherwise employed, shall be deposited in a timely manner to the credit of SFMA in such bank, trust companies or other depositories as the Board of Directors or duly appointed representative may select.

Section 11.6 Audit and Financial Statement: The Board of Directors shall annually cause the books and accounts of SFMA to be audited by an independent certified public accountant and shall provide a financial statement to Members annually. Members have some statutory rights to see financial records on an annual basis and upon reasonable demand.

Section 11.7 Restricted Funds: In the event the Board of Directors, by majority vote, identifies specified funds as restricted funds, those restricted funds may be spent only upon affirmative vote of 75 percent of the Board of Directors.

Section 11.8 Executive Director: The President, with the approval of the Board of Directors, shall appoint an Executive Director who shall serve as the Chief Executive Officer, either as an owner or employee of an association management company or as an employee of the Association. This person's function shall be to put in effect the decisions of the Board of Directors, and otherwise to advise, promote and carry out the objectives and purposes of the Association, as directed by the Board of Directors. His or her term of contract and compensation shall be decided by the Board of Directors, but in no event can the Board of Directors commit itself to a contract exceeding three years.

ARTICLE XII – CHAPTERS

Section 12.1 Chapters: Voluntary groups of persons engaged in sports field management or related activities may become certified as an affiliated chapter of SFMA by complying with the Standard Operating Procedure (SOP): Chapters.

Section 12.2 Application: To apply for certification as an Affiliated Chapter of SFMA, an applicant shall submit a written notice of their intent to form a chapter to the Board of Directors. A membership roster, bylaws or articles of incorporation and a list of officers shall accompany the letter of intent. In order to be recognized as an affiliated chapter, its purpose and bylaws may not contravene the objectives and Bylaws of SFMA. The Board of Directors shall act upon the application for certification at its next scheduled meeting following receipt of such application.

Section 12.3 Affiliated Chapter Certification: Upon approval of a chapter, the President of the Chapter shall be notified of acceptance by means of a Letter of Certification. The letter shall specify the benefits, privileges and obligation of the Chapters as determined by the Board of Directors. Each Chapter's corresponding secretary shall provide SFMA with membership information annually and notification of any activities in order to maintain a Certified Affiliate Chapter status. The Chapter Treasurer shall submit, annually, a full financial report to SFMA Headquarters to comply with IRS and Insurance regulations and any chapter affiliation fees as directed by the SFMA Board of Directors.

Section 12.4 Decertification: Any Chapter which fails to meet the obligations of a Certified Affiliated Chapter as determined by these Bylaws and the Board of Directors or whose actions are deemed to be detrimental to the welfare of SFMA may be decertified by a majority vote of the Board of Directors and will forfeit all rights, benefits and privileges.

ARTICLE XIII – AMENDMENT TO THE BYLAWS

Section 13.1 Amendment Proposal: Any voting member may propose an amendment to the Bylaws. The proposal shall be in writing and submitted to the Board of Directors, who will direct the Bylaws Committee, as appropriate.

Section 13.2 Amendment Process: The Board of Directors shall recommend Bylaws changes to the membership using any appropriate means. The Bylaws shall be amended by a majority of Members casting votes by means of a mail, fax or electronic ballot.