

BYLAWS
OF
UNITED STATES DISABLED GOLF ASSOCIATION, INC.

Article I

The name of the Corporation shall be United States Disabled Golf Association, Inc., and it is sometimes referred to in these Bylaws as the Corporation.

Article II

Purposes of Corporation

1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended:

(a) Charitable and/or educational purposes, as well as to foster national or international amateur sports competition, as defined in the United States Internal Revenue Code, including but not limited to, golf instruction and event organization and production.

(b) All such activities are to be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as such regulations now exist or as hereafter be amended. The Corporation shall not engage in activities tending to influence legislation or intervene in any way of political campaigns.

(c) No part of the net earnings shall inure to the benefit of any officer or director of the Corporation, nor shall any private individual be entitled to share in the distribution of any of the corporate assets upon its dissolution. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

(e) Upon dissolution of the Corporation, the assets thereof shall, after all liabilities and obligations of the Corporation have been paid, or adequate provision made therefor, shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

Article III *Officers*

(a) The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

(b) Officers shall be elected annually in the month of January by majority vote of the Board of Directors and shall serve for a term of one year and until the election and qualification of their successors.

(c) A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

Article IV *Duties of Officers*

1. The President shall perform such duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and any committees of the Corporation in order that the purposes may be promoted.

2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. The Secretary shall record the minutes of all meetings of the Board of Directors and shall perform such other duties as may be delegated to him.

4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records as conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

5. All officers' shall:

(a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

(b) Deliver to their successors all official material not later than ten days following the election of their successors.

Article V
Board of Directors

1. Unless otherwise changed as hereinafter provided, the number constituting the Board of Directors shall be four (4). From among these four shall be elected a Chairman, who shall preside at all meetings of the Board.

2. The duties of the Board of Directors shall be (a) to give direction to and supervise the officers of the Corporation; (b) to create standing committees; (c) to approve the plans of work of the standing committees; (d) appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts;

3. Regular meetings of the Board of Directors shall be held quarterly, the time of such meeting to be fixed by the Board at its first meeting of the year.

4. Special meetings may be called by a majority of the Board of Directors or by the Chairman of the Board acting alone. Five days' notice of such meeting shall be given to each member of the Board.

5. The annual meeting shall be in the month of December.

6. A majority of the members shall constitute a quorum for the transaction of business in any meeting of the Corporation.

Article IX
Standing and Special Committees

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairman shall be one year and until the election and qualification of his successor.

2. The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

3. The power to form special committees and appoint their members rests with the Corporation.

4. The President shall be a member ex officio of all committees except the nominating committee.

Article X
Seal

The Seal of the Corporation shall be proposed and adopted by subsequent amendment to these bylaws.

Article XI
Conflict of Interest

The Corporation, its directors, and officers, shall comply with the Conflict of Interest Policy as set forth in Appendix A attached to these Bylaws, and is incorporated by reference herein.

Article XII
Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation.