ARTICLE XII

BOARD OF DIRECTORS

Section 12.1 Membership of Board of Directors. There shall be a Board of Directors, hereinafter referred to as the Board, composed of nine (9) elected members, hereinafter referred to as Directors,  ~~and not to exceed four (4) additional appointed members who shall become members of the Board and serve ex-officio as hereinafter provided~~. The elected members of the Board shall be ~~voting~~ Regular members of the Club. ~~Only the nine elected members of the Board may vote on matters brought before the Board.~~ The members of the Board, ~~elected and ex-officio,~~ shall serve until their successor shall be elected or appointed as herein provided.

~~Section 2. Ex-Officio Directors Advisors~~

~~The Secretary and the Treasurer of the Club and the Chairmen of the House, Grounds, Golf, and Budget & Finance Committees, unless appointed from the elected members of the Board, may be appointed from the regular, Super Senior, or social members of the Club provided that at least two of these six must be elected members of the Board. Those not appointed from the elected members of the Board shall have no voting privileges as members of the Board ex-officio while serving under said appointments.~~

Section 12.2 Directors are the Governing Body. Except only as otherwise provided in the Charter or By-Laws all of the corporate powers and government of the Club shall be vested in the Board ~~of Directors~~ consisting of nine (9) elected members ~~and not to exceed four (4) ex-officio members~~ all in good standing.

Section 12.3 Limit on Successive Terms. No person shall serve consecutively on the Board for more than two full terms~~, provided that this restriction shall not apply to ex-officio appointees~~. (See Article XIV, Section 1 for limitations to the terms of the Secretary and the Treasurer.)

Section 12.4 Compensation. No compensation shall be paid to any director, or to any officer chosen from the Board, or to any committee chairman or committee member provided nothing herein contained shall be construed to preclude any of the above listed from providing services or goods and receiving compensation thereof or being reimbursed for ordinary and necessary expenses they may incur in transacting business with the club.

Section 12.5 Rotation. At each Annual Meeting of the voting members three directors shall be elected as herein provided to take the places of the three who will then retire upon the expiration of their terms in office. All directors elected shall be elected to serve three years and until their successors shall be duly elected.

Section 12.6 Filling of Vacancies. Should a vacancy occur in the office of a~~n elected~~ director whose term has six months or more remaining, the remaining members of the Board by majority vote shall appoint a voting member of the Club to fill the vacancy to serve for the unexpired term so vacated, subject to the right of the voting membership to displace such appointee at any subsequent meeting of the voting membership. ~~If a vacancy should occur in the office of an ex-officio director, and such ex-officio director is not an elected director, the Board may appoint by majority vote a regular or social member to fill the vacancy.~~

Section 12.7 Powers of Board of Directors. Notwithstanding such powers as follows, the membership may overrule any decision of the board by approval of not less than two-thirds vote at an Annual or Special Meetings as provided sections 16.1 and 16.2, respectively, of these bylaws. In furtherance of the general powers of the Board, and in addition to all powers in them vested or implied by any other provision of these By-Laws, the Board ~~of Directors~~ shall have the power:

(a) To appoint, control, and prescribe the duties of and at their pleasure remove (without cause ~~except in the case of any of the principle officers~~) ~~any officers,~~ advisors, the auditor, managerial staff, other employees, agents and representatives and to allow such compensation, not inconsistent with these By-Laws, for their services as the Board shall deem proper.

(b) ~~To allow reasonable allowances for club expenses beneficial to the office held but and pay suitable compensation to the Auditor; but not to allow or pay any compensation in any form to any director, nor to any officer chosen from the Board, nor to any committee chairman or committee member.~~

(b) To allow reasonable allowances for the president to attend club events beneficial to their office.

(c) To prescribe the duties of any officer consistent with these By-Laws.

(d) To appoint or authorize the appointment of committees as these By-Laws may authorize, and as the Board shall deem necessary, to ~~properly~~ carry on the activities of the Club or the conduct of its business or affairs, and to determine their jurisdiction, duties and powers, provided that all committees shall be subject at all times to the control of the Board and shall be subject to change at the pleasure of the Board.

(e) To make and enforce written rules and policies not inconsistent with these By-Laws regulating: (1) the operation, finances, affairs and conduct of the Club and its facilities; (2) the qualifications, rights and privileges of all classes of membership whether or not covered by these By-Laws, but not inconsistent with these By-Laws; and (3) the conduct and privileges of other persons admitted to any privileges of the Club or within its precincts; ~~, and (4) to give effect to such rules and policies of committees as shall meet with the approval of the Board;~~ all as the judgment of the Board shall deem advisable.

(f) To determine and govern all matters affecting discipline, decorum and harmony.

(g) To make and authorize expenditures for any Club purpose not in excess of funds available, provided that expenditures exceeding One Million Dollars ($1,000,000) ~~Two Hundred Fifty Thousand Dollars ($250,000)~~ for any one project for the purpose of substantially enlarging or changing the golf course, or for the purpose of substantial additions, remodeling, or new construction to buildings and grounds other than the golf course, shall always require the prior authorization of the voting members.

~~(h) To establish prudent financial guidelines and cash management policy for the Club, and to negotiate a credit facility with a reputable financial institution or institutions to allow borrowing for capital replacements and expenditures and operating needs, provided that any credit facilities exceeding an aggregate One Hundred and Fifty Thousand Dollars ($150,000) shall be first approved by the voting membership. Included in the definition of credit facilities are lines of credit, term loans, overdraft facilities, equipment leases, and other similar obligations.~~

(h) Any issue of bonds or the making of any mortgage, trust deed, sale or lease of any real property shall always require the prior authorization of the voting membership. (See ~~Article XVII, Section 1~~ Section 17.2).

(i) To call meetings of the voting membership to consider specified subjects.

(j) To censure, suspend, request and enforce the resignation of or to expel any member who shall be found guilty of any offense of the character mentioned in Article IX of these By-Laws and to drop from membership or expel any member for non-payment of any indebtedness to the Club as covered by Article X; and to suspend or withdraw the privileges of the Club from any privileged person admitted thereto under Articles XI of these By-Laws, for like cause. ~~or expel any Member as provided herein.~~

(x) ~~To appoint an Executive Committee of the Board composed of the President, First Vice President, Second Vice President, and immediate Past President, which may function if necessary during intervals between regular Board meetings. The Committee shall have no authority other than that delegated to it by the Board. Meetings shall be convened and chaired by the President. Minutes shall be kept and reported to the Board at its next meeting.~~

(k) To interpret ~~The decision of the Board on any question or interpretation involving~~ the By-Laws, or any provision herein, and its decision shall be final and binding, except as otherwise provided by law, the Articles of Incorporation and these By-Laws. Pronouns in these By-Laws shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons referred to may require.

Section 12.7 Quorum. Except as otherwise provided in the By-Laws, a majority of members of the Board ~~of Directors~~ shall constitute a quorum for the transactions of any business, provided that no action of the Board shall be valid unless by concurring vote of not less than a majority of its members.

Section 12.8 Meetings. The Board ~~of Directors~~ shall meet regularly once a month at such times and upon such notice as the Board shall determine. Special meetings of the Board ~~of Directors~~ may be called by the President at any time upon such notice as the Board may determine; provided that no action of expulsion shall be valid unless written notice of such proposed action shall have been ~~mailed~~ sent to each Director at ~~his home or business address at least 48 hours before such meeting.~~ their established point of contact.

~~Section 12.9 Consent by Email. Any action that may be taken by unanimous written consent of the Board may be taken by email provided that: (a) the proposed action (“Action Request”) sent by email to the Directors is approved by each Director by sending a return email from the email account to which the Director received the Action Request; (b) the Action Request is approved as written by each Director without any suggested change; and (c) the Directors’ return email each expressly statesapproval of the Action Request. The General Manager shall print the Directors’ responses and, when every Director has responded to approve the action, the printed email shall be placed in the Club’s corporate records.~~

Section 12.9 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Representatives then in office shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such Representatives.

Section 12.10 Telephonic or Electronic Participation in Meetings. Members of the Board or any committee may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 12.11 Removal of a Director by Board. Any director may be removed from the Board, for cause, and after a hearing, by a vote of two-thirds of the remaining members of the Board present at a meeting called for that purpose, provided that no such action shall be valid unless written notice of such proposed action shall have been sent  ~~mailed~~ to each director, at their established point of contact ~~his home or business address,~~ at least 48 hours before such meeting.

Section 12.12 Removal of a Director by Membership. A director may be removed ~~only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors~~ by two-thirds of voting members  ~~. A director elected by members may be removed by the members only~~ present at a special meeting called for the purpose of removing the director, provided quorum is obtained. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. The entire board ~~of directors~~ may be removed pursuant to this section.

Section 12.13. Disqualification of a Director. If any member of the Board ~~of Directors~~ shall at any time cease to be a Regular Member of the Club in good standing, or be absent from the island of Oahu for more than four (4) months without the leave of the Board, or miss more than four (4) consecutive regular meetings of the Board without sufficient reason in the opinion of the Board, or become insolvent, his office as a director shall immediately become vacant without any action other than recording such fact in ~~to spread such fact upon~~ the minutes of the Board by order of the Directors.

ARTICLE XIII

ELECTION OF DIRECTORS

Section 13.1 Nominating Committee. At least fifty-five (55) days prior to the date of each Annual Meeting of the voting membership the President shall appoint (and thereafter fill any vacancy in) a Nominating Committee of five (5) voting members of the Club and name one of them as Chairperson thereof. Such Committee shall meet within five (5) days and, at least forty (40) days before the date of the Annual Meeting shall select from the voting members of the Club in good standing the names of candidates in a number as set by the board, but not less than four (4) ~~three (3)~~ candidates, ~~at least six (6) candidates~~ for directors to be voted for at the next ensuing Club election.

Section 13.2 Nomination and Posting of Candidates. A majority of the Committee shall have power to nominate. The list of names so elected by the Committee shall be known as the regular ticket. A copy thereof shall be signed by the Committee (or a majority of them) and delivered to the Secretary at least forty (40) days before the date of the Annual Meeting, and the Secretary shall promptly distribute to the voting membership in a manner designated by the Board ~~post a copy on the Bulletin Board of the Club and send a copy to each voting member of the Club~~.

Section 13.3 Other Nominations. Any twenty-five (25) voting members of the Club in good standing may in writing nominate any other eligible candidate or candidates provided that, not less than twenty (20) days before the date of the Annual Meeting, such nominations shall be signed by such members and submitted to the Secretary for posting.

Section 13.4 Voting Procedure: Paper Ballots or Electronic Ballots. A voting member may request to vote by either a paper ballot or an electronic ballot.

At least ten (10) days and not more than twenty (20) days before the date of the Annual Meeting the Secretary shall send the following material to each voting member of the Club: (1) a notice containing the date and place of the Annual Meeting, a list of all nominations, and instructions on how to vote, and (2) a ballot listing all nominations in alphabetical order.

(A) Paper Ballots. For those voting members who request to vote by a paper ballot, the material sent by the Secretary shall include a stamped self-addressed envelope with instructions to mail the completed paper ~~ballot~~ to the Club in the envelope with the voting member's signature on the ballot envelope for voter identification. A ballot must be signed to be valid and counted. In the absence of a signature the ballot shall be voided.

(B) Electronic Ballots. The Board shall adopt a process consistent with applicable law and these By-laws for electronic voting. The Board may engage a contractor to process electronic notice and voting. Results from the electronic ballots will be ~~deposited in the locked ballot box and~~ collected ~~counted~~ by the judges of the election as set forth in these By-Laws.

Section 13.5 Balloting Required. The election of the directors shall be by paper or a combination of paper and electronic ballot. The nominees shall be listed in alphabetical order on the ballot, and no reference shall be made to indicate nomination by the regular ticket under Section 2 or under Section 3 of this Article. As ~~the~~ paper ballots are received by the Secretary from the voting membership the ballots shall be dropped into a locked ballot box in the Club Office, and the name of the voting member checked off the official register of voting members.

Section 13.6 Judges of Election. The President shall appoint, not later than the day before the Annual Meeting, three (3) judges of election from the voting members to conduct the election, one of whom shall be named the judge in charge. On the day of the Annual Meeting the polls shall be opened at the Club at least five (5) hours prior to the time set to commence the Annual Meeting to accommodate those voting members who have not mailed in their ballots or voted electronically. As the paper ballots are received they shall be deposited in the ballot box and the names of the voting members checked off the official register of voting members.

Section 13.7 Balloting by Absent Member. Any member entitled to vote may vote without attending the polls or attending the Annual Meeting by mailing in the member’s ballot to the Secretary as provided for in Section 4 of this article or voting electronically, if available, or by sending in to the Secretary a list of any three of the nominated candidates, either signed by the member or enclosed with the member’s signed letter of transmittal. If received by the Secretary prior to the closing of the polls, the list shall serve as the ballot of such voting member and shall be deposited in the ballot box and checked off the official voter register if the member has not otherwise voted.

Section 13.8 Conduct of Election. The three (3) judges of election shall convene at the Club no later than three (3) hours prior to the scheduled opening of the Annual Meeting and shall commence tabulating votes from the ballots deposited in the ballot box, shall collect the results of the electronic votes, and at the closing of the polls shall tabulate the remainder of the votes from the ballots deposited that day. The official register of the voting members, with names checked off as the ballots were received, shall be referred to by the judges in the vote tabulation to assure only voting members have voted and that a voting member has voted only once.

Section 13.9 Determination of Election. After the close of the polls and the tabulation of votes the judges of election shall examine the official register and number of ballots cast, count the votes, and report to the President, in writing, the results of election. Of the candidates nominated, as above provided, the three (3) who receive the highest number of votes shall by the President be declared elected. In case two (2) or more candidates shall each have received an equal number of votes and all of them cannot be declared elected as above provided, a ballot shall be taken of those members entitled to vote who are present in person or proxy at said Annual Meeting (or at the adjournment thereof) as between such equal candidates, but no others, and as between them the candidate receiving the highest number of votes then cast shall be declared elected.

ARTICLE XIV

OFFICERS

Section 14.1 Principal Officers. The principal officers of the Club shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, all of whom shall be appointed by the elected members of the Board ~~of Directors~~, from their own number, except that the Secretary and Treasurer may be appointed from the ~~regular or social~~ membership of the Club. Said principal officers shall serve for one (1) year subject to the provisions of these By-Laws; provided, however, the Secretary and the Treasurer may not be appointed for more than five (5) consecutive one (1) year terms. As soon as practicable after each Annual Meeting of the voting membership, the Board ~~of Directors~~ shall meet and elect from their own number the principal officers herein mentioned.

Section 14.2 Other Officers. There may be such other officers and agents of the Club as the Board ~~of Directors~~ may deem requisite and appoint, all of whom shall serve at the pleasure of the Board.

Section 14.3 President. The President shall be the general executive officer of the Club; and have general supervision over its operations and affairs, and see to the proper observance and enforcement of all By-Laws, rules and policies of the Club and any action or orders of the Board. The President shall preside at all meetings of the voting membership and of the Board ~~of Directors~~; with the authority or approval of a majority of the Directors the President shall appoint all committees, and make changes therein; the President shall call such meetings of the voting membership and of the Board ~~of Directors~~ as are herein provided for, and such other meetings as shall seem required; and at the Annual Meeting of the voting members the President shall render a report upon the general affairs of the Club during the previous year.

Section 14.4 Vice Presidents. In the absence or disability of the President, the First Vice President shall perform the duties of the President and if unable to do so, such duties shall be performed by the Second Vice President. If the President and both Vice Presidents shall be absent from any meeting the Secretary shall call the meeting to order and preside until a temporary Chairman of the meeting shall be chosen. The Vice Presidents in addition to their duties as directors and principal officers may be appointed by the President, with the approval of the Board, to the chairmanship of a principal committee or as a member of such committees; and may be assigned other duties by the President subject to the approval of the Board.

Section 14.5 Secretary. The Secretary shall keep a record of proceedings of all meetings of the voting membership and of the Board ~~of Directors~~, and of all other matters confided to the Secretary's care; give all notices required by the By-laws except those required to be given by the Treasurer or others; keep the files and have general charge of the general correspondence of the Club; maintain and update as required the written rules, policies, and regulations of the Club as approved by the Board ~~of Directors~~ and attend to such other matters as are required of the Secretary by these By-Laws or as may be directed by the Board.

Section 14.6 Treasurer. The Treasurer shall be responsible for: all financial records and accounts of the Club; the receipt and deposit (with such depository or depositories as shall be named by the Board) of all Club monies and securities or evidences of property; the payment of such accounts and obligations as shall be approved for payment by the Board or by any authorized committee; the integrity of the annual financial statement, Auditor relationships, and financial institution relationships including cash management and any line of credit. The Treasurer shall serve on the Budget and Finance Committee as a voting member. The Treasurer shall perform such other duties as are required of the Treasurer by these By-Laws and as the Board ~~of Directors~~ shall from time to time direct. At the monthly meetings of the Board ~~of Directors~~ the Treasurer shall review the Club's operational results compared with budget and shall report on other financial matters as required by the Board. At the Annual Meeting the Treasurer shall submit a written report on the financial condition of the Club.

Section 14.7 Auditor. The Auditor shall not be an officer or director of the Club, but may be a member of the Club, and shall be appointed by the Board ~~of Directors~~ as soon as practical each year after the Annual Meeting. The Auditor must be a person who is a certified public accountant, or a firm of certified public accountants. It shall be the duty of the Auditor to examine all of the books, accounts, balances and evidences of property of the Club. The Auditor shall submit a written report for the Annual Meeting, and to the Board ~~of Directors~~ whenever required by them. The Auditor shall also perform such other duties as the Board ~~of Directors~~ may direct.

Section 14.8 Signing of Documents. The President and the Treasurer shall sign all contracts, bonds and other instruments in writing to bind the Club, which shall first have been approved or authorized by the Board ~~of Directors~~. The President and Secretary shall sign all Membership Transferable Certificates, if applicable.

ARTICLE XV

COMMITTEES

Section 15.1 Committees. To facilitate the execution of its duties, the Board may appoint such standing and special committees as it may deem advisable, and define the duties and authority thereof. Each standing committee shall have a charter approved by the Board defining its responsibilities. The several Committees will act only as a committee, and the individual members thereof will have no independent power or authority. The President shall be an ex-officio member of each committee. Each committee shall be comprised of not less than five members. To maintain year to year continuity at least two members on each committee shall be retained to serve another one year term. The Board may authorize other special committees or sub-committees, as may be deemed necessary

Section 15.2 Standing Committees. Chairs of each of the standing committees shall be appointed by the President with the approval of the Board, subject to change by the President at any time with like approval by the Board. The Chair of each standing committee shall appoint, subject to the President's advice and consent, the members of its respective committee. The following are standing committees:

(a) Membership Committee. There shall be a Membership Committee appointed by the President with approval of the Board, whose duty it shall be to investigate and report to the Board upon candidates for membership in the Club. The Committee shall be composed of a minimum of six (6) members. The 1st Vice President of the Club shall be the Committee Chair, unless otherwise decided by the board, and the 2nd Vice President, if appointed to the Committee, shall be the Vice Chair. The other four (4) members of the Committee shall be appointed by the President for a term of four (4) years on a staggered basis.

(b) The Budget & Finance Committee. The Budget & Finance Committee (1) shall be comprised of six, including the Treasurer of the Club, members each of whom shall serve for five years on a staggered basis (2) shall be responsible for the preparation and determination of the budget, both operating and capital, for all operations (3) shall set up procedures for the revision (increase or reduction) of the budget as may be required and (4) shall set up proper accounting controls so as to give full effect to the budget; all subject however to the approval of the Board.

(c) The Structures & Improvement Committee. The Chair of the Structures & Improvement Committee~~, and the Chairman of the Employee Compensation & Benefits Committee,~~ ~~may~~ shall be appointed from the ~~regular or social~~ membership of the Club. ~~and they shall not become members of the Board of Directors~~.

(d) The Employee Compensation & Benefit Committee. The Chair ~~of the Structures & Improvement Committee, and the Chairman~~ of the Employee Compensation & Benefits Committee, ~~may~~ shall be appointed from the ~~regular or social~~ membership of the Club and they shall not become *a* member~~s~~ of the Board.

(e) The Long Range Planning Committee. The Long Range Planning Committee shall be comprised of at least six members each of whom shall serve for three years on a staggered basis. At least four members of the Long Range Planning Committee shall be retained each year. Vice-Chairs of Golf, Grounds and Houses Committees shall serve as non-voting ex-officio members and not count against the total number of members above.

(f) The House Committee. The Chair of the House Committee shall be appointed from the membership of the Club.

(g) The Golf Committee. The Chair of the Golf Committee shall be appointed from the membership of the Club.

(h) The Grounds Committee. The Chair of the Grounds Committee shall be appointed from the membership of the Club.

Section 15.3 Nominating Committee. Prior to each Annual Meetings, a Nominating Committee shall be formed as outlined in section 13.1.

Section 15.4 Other Committees. In addition to the standing committees and Nominating Committee, the Board may authorize other special committees or sub-committees, as may be deemed necessary.

~~ARTICLE XV~~

~~COMMITTEES~~

~~Section 1. Principal Committees~~

~~There shall be eight (8) principal committees, the members of which shall be appointed by the President with the approval of the Board of Directors, subject to change by the President at any time with like approval by the Board. These Committees shall be:~~

~~(1) The Membership Committee~~

~~(2) The House Committee~~

~~(3) The Grounds Committee~~

~~(4) The Golf Committee~~

~~(5) The Budget & Finance Committee~~

~~(6) The Structures & Improvement Committee~~

~~(7) The Employee Compensation & Benefit Committee~~

~~(8) The Long Range Planning Committee~~

~~The Chair of all Committees shall be appointed by the President with the approval of the Board of Directors. The Budget & Finance Committee (1) shall be comprised of six, including the Treasurer of the Club, members each of whom shall serve for five years on a staggered basis (2) shall be responsible for the preparation and determination of the budget, both operating and capital, for all operations (3) shall set up procedures for the revision (increase or reduction) of the budget as may be required and (4) shall set up proper accounting controls so as to give full effect to the budget; all subject however to the approval of the Board of Directors. The Chairman of the Membership Committee shall be appointed from the elected members of the Board and such Chairman shall be the First Vice President unless otherwise decided by the Board. All other members of the Membership Committee shall be appointed from the voting membership of the Club by the President with the approval of the Board. The Chairman of the Structures & Improvement Committee, and the Chairman of the Employee Compensation & Benefits Committee, may be appointed from the regular or social membership of the Club and they shall not become members of the Board of Directors.~~

~~The Long Range Planning Committee shall be comprised of at least six members each of whom shall serve for three years on a staggered basis. At least four members of the Long Range Planning Committee shall be retained each year.~~

~~Section 2. Executive Committee of the Board of Directors, and Nominating Committee~~

~~See Article XII, Section 7, paragraph (l), and Article XIII, Section 1, respectively.~~

~~Section 3. Other Committees~~

~~In addition to the eight principal committees, and the Executive Committee and Nominating Committee, the Board of Directors may authorize other special committees or sub-committees, as may be deemed necessary.~~

~~Section 4. Duties & Powers~~

~~The number of members, duties, jurisdiction, terms and powers of all Committees shall be such as the Board of Directors shall from time to time determine, consistent with these By-Laws, and all Committees shall at all times and in every respect be subject to the direction and control of the Board. Such duties and powers of each Committee shall be documented in writing in committee descriptions as approved by the Board of Directors. Such descriptions shall be readily available to the Board in its deliberations as well as available to the Committee members concerned, and shall include the By-Laws provisions applicable to each Committee, and such other duties and powers delegated to it by the Board. Each of the eight principal committees listed in Section 1 shall be comprised of not less than five members. To maintain year to year continuity at least two members on each committee shall be retained to serve another one year term, unless otherwise specified in Article XV, Section 1 of the By-Laws.~~

ARTICLE XVI

MEMBERSHIP MEETINGS

Section 16.1 Annual Meetings. Regular meetings of the voting membership of the Club shall be held annually during the month of September, at such time and place as the Board ~~of Directors~~ may determine. Only voting members and guests invited by the board may attend.

Section 16.2 Special Meetings. Special meetings of the voting membership may be held at any time upon the call of the President or of the Board ~~of Directors~~. Special meetings of the voting membership shall be called by the President whenever requested in writing by any twenty-five (25) voting members. Only voting members and guests invited by the board may attend.

Section 16.3 Notice of Meetings. Notice of meetings of the voting membership shall be given by the Secretary by posting on the Bulletin Board of the Club and by sending the same to each voting member, the date of the posting and sending to be not less than ten (10) days prior to the date of such meeting. Action by paper and electronic voting (as defined in Section 14.9), and Special voting meetings ~~and action by paper and electronic voting~~ shall be preceded by an informational meeting on the topic to be held within a reasonable time prior to the voting meeting.

Section 16.4 Business at Special Meetings. At special meetings of the Club only such business may be considered as was stated in the notice thereof or which may be germane thereto.

Section 16.5 Business at Regular Meetings. At regular meetings of the Club any business whatever may be transacted if otherwise in conformity with these By-Laws.

Section 16.6 Quorum. One hundred (100) voting members (including proxies) shall constitute a quorum, provided that of such number at least fifty (50) voting members shall be present in person, which includes a physical presence and a presence via electronic media technology that allows for simultaneous communication. Less than a quorum may adjourn for a limited time, ~~over from time to tim~~e, without further notice, until a quorum shall be present.

Section 16.7 Voting Rights. Each voting member shall be entitled to only one vote.

Section 16.8 Proxies. A voting member in good standing may be represented at any meeting of the voting membership by any other voting member in good standing by a written proxy or power of authority filed with the Secretary. All acts done under such power shall be held to be the personal acts of the voting member by whom such power was given. Unless limited by its terms such authority may continue in effect until notice of its revocation shall be filed in writing with the Secretary. No person other than a voting member of the Club in good standing shall be entitled to act as a proxy or attorney for another voting member. In elections ~~of directors~~ no person may hold or vote proxies or powers for more than two other voting members.

Section 16.9 Action by paper or electronic ballot. Any action that may be taken at a properly called and noticed annual or special meeting may be taken by paper and electronic ballot of the voting members entitled to vote in lieu of a meeting, in compliance with state law.

(a) The fact that a matter is submitted for approval by paper and electronic ballot shall not preclude the club from calling a meeting to coincide with the final date established for the return of ballots.

(b) The board shall establish the procedures for conducting a vote by paper and electronic ballot, provided the procedures comply with these By-Laws and state law. Any paper and electronic ballot shall:

(1) set forth each proposed action; and

(2) provide an opportunity to vote for or against each proposed action.

(c) Approval by paper and electronic ballot shall require that the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and that the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by the paper and electronic ballot.

(d) All solicitations for votes by paper and electronic ballot shall:

(1) indicate the number of responses needed to meet the quorum requirements;

(2) state the percentage of approvals necessary to approve each matter (other than election directors); and

(3) specify the time which a ballot must be delivered to the Club in order to be counted, which time shall not be fewer than three days after the date that the Club delivers the ballot.

ARTICLE XVII

SALE, MORTGAGE, ETC. OF REAL PROPERTY

Section 17.1 Membership Authorization ~~Voting Necessary to Authorize~~. No business having for its object, either directly or indirectly, the sale, leasing, mortgaging, exchanging or other disposition of any real property, of the Club, or the sale, assignment, mortgage, pledge or hypothecation of any lease or contract owned by the Club affecting any real property, shall be entertained or transacted unless approved by ~~two-thirds of the voting members present and duly represented~~  the membership pursuant to this Article.

Section 17.2 ~~Electronic~~ Voting to Authorize – Authorization under this Article may be had be a

two-thirds approval of the voting members present and duly represented at a special meeting called for that purpose, or a majority of returned ballots of an electronic and paper ballot vote.

ARTICLE XVIII

PROHIBITED ACTIVITIES

Section 18.1 Advertising of Membership for Sale. No member of the Club shall advertise or post or permit his or her membership to be advertised or posted for sale. Any member violating this Section shall be deemed guilty of conduct prejudicial to the best interests of the Club, and may be dealt with in any manner authorized in Article IX of these By-Laws.

Section 18.2 No Gratuities. No member or other person admitted to the privilege of the Club shall, under any pretense whatsoever, give to any employee of the Club any gratuity in any form. In the absence of gratuities to employees, an annual employees' Christmas fund may be established by the Board ~~of Directors~~ to be financed, administered, and distributed annually as the Board shall decide.

ARTICLE XIX

NOTICES

Section 19.1 Bulletin Board. A Bulletin Board shall be provided and maintained at such conspicuous place on the Club premises as the Board ~~of Directors~~ may determine upon which general notices shall be posted as provided for in these By-Laws or as determined by the Board ~~of Directors~~.

Section 19.2 Mail Address. Each member must in writing notify the Club office of his or her address, including electronic contact information if available, and of any changes of address, and by failure to do so shall be deemed to have waived any notice provided to be given by mail or email. ~~The mailing of important notices, bulletins, etc. to the voting membership, or to all members, as the case may be, shall be the preferred method of communications to the membership, such mailings to be approved by the President or the Board of Directors, if not authorized by these By-Laws.~~

Section 19.3 Sending~~Mailing~~ of Notices. Whenever any notice is provided to be given to any member or members of the Club, other~~wise~~ than by posting on the Bulletin Board, it shall be conclusively deemed to have been given when the same shall have been deposited in the United States mail in Honolulu in a sealed envelope with postage pre-paid, addressed to the member's address as given by the member or shown by the books of the Club. If the address of any member is not given or shown on the books of the Club or is for some reason unknown, it shall be sufficient to mail the same in the above manner addressed to the member's last known address, or it may be addressed to the member at the Club.

ARTICLE XX

LIQUIDATION

Section 20.1 Distribution Upon Liquidation. Upon any liquidation of the corporation, after the payments of all debts of the Club, its properties shall be sold and converted into cash to be ~~applied as follows: (a) to payments of (i) $7,000 in redemption of each transferable membership certificate held by a regular and limited regular member, (ii) $2,000 in redemption of each transferable membership certificate held by a social member and (iii) $3,000 in redemption of each transferable membership certificate held by a limited golf member, in each case with payment to be made only with respect to outstanding membership certificates; and, thereafter, (b) the remaining cash shall be~~ distributed among the voting members. ~~(regular members and former regular members who have transferred to a social membership and super senior members) and limited regular members, one share for each membership then outstanding.~~

ARTICLE XXI

AMENDMENTS

Section 21.1 Procedure. These By-Laws may be amended ~~either~~:

(a) By the vote of two-thirds of all voting members present or represented at any annual or special meeting of the voting membership provided notice of the proposed amendments shall have been given in the notice of the meeting; or

(b) By the concurring vote of not less than a majority of the members of the Board ~~of Directors~~, with the written consent of not less than one-half (1/2) of all of the voting members of the club. To obtain written consent, the Board shall:

(1) set dates for acceptance of such consent and the end of the acceptance period.

(2) Distribute a copies of the proposed amendment(s), and note that acceptance of such requires written assent of one-half of the membership.

~~No amendment under this subparagraph (b) shall become effective until such proposed amendment has been mailed to the voting membership for their review and vote on or before a specified date and until ten (10) days after the vote tabulation showing the requisite consent of one-half of the voting members of the Club.~~

Section 21.2 Limitation. At any meeting of the voting membership at which amendments to the By-Laws may be considered under notice given as provided in paragraph (a) of Section 1 of this Article, any amendment may be effected in any By-Laws which shall be germane to the subject matter and not inconsistent with the general intent of the amendment mentioned in the notice.

Section 21.3 Errata. Without further approval of the membership, the Board may correct such errata and scrivener’s error as may exist in printed versions of these By-Laws.

Section 21.4 Legal Compliance. Without further approval of the membership, the Board may amend these bylaws to comply with any legislative or regulatory requirements provided any such amendments are properly communicated to the membership within a reasonable amount of time after such action.

Blue – changed at bylaws committee meeting April 10.

Pink – changed at bylaws committee meeting May 20.