



BY-LAWS OF THE OAHU COUNTRY CLUB

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ARTICLE I

NAME, ADDRESS AND SEAL

Section 1. Name

The name of the Club is "Oahu Country Club" and its address is 150 Country Club Road, Nuuanu Valley, Honolulu, Hawaii 96817.

Section 2. Seal

The Club shall have a corporate seal, consisting of a circle bearing on its circumference the words "OAHU COUNTRY CLUB, HONOLULU" and in the center the words "Incorporated June 8.A.D. 1906". Its precise form may be determined by the Board of Directors from time to time and be altered at their pleasure.

ARTICLE II

MEMBERSHIPS

Section 1. Eligible Persons

Any person of good moral character age 21 and over, and who meets such other basic qualifications as the By-Laws provide or as the Board of Directors may establish not inconsistent with these By-Laws, may be elected and become a member of the Club in a manner set forth in these By-Laws.

Section 2. Basic Classes

There shall be two basic classes of membership, i.e. regular members and social members.

Under regular memberships, there shall be two categories, as follows: (1) regular non-transferable membership, (2) regular transferable membership.

Under social memberships, there shall be two categories, as follows: (1) social non-transferable membership, (2) social transferable membership.

Section 3. Other Classes and By-Laws Nomenclature

Other categories of regular and social memberships may be designated by the Board of Directors with such rights and privileges as the By-Laws and the Board shall determine. If the maximum number of members for the regular class has been reached or exceeded the Board may establish a limited regular membership class whose members shall be limited regulars temporarily pending their

transfer to the regular class as vacancies occur. Limited regular entry fees shall be similar to the regular class, golf privileges shall be limited, and the monthly dues lower than dues for regular members, all as determined by the Board. Limited regulars shall have none of the basic rights and privileges of regular members pursuant to Article III, Section 1, except liquidation rights.

The Board of Directors, in their discretion may extend the privileges of the Club to persons other than regular members, and social members, and to limited regular members as described above, such as to limited golfers (closed to new members on January 24, 1990), to intermediates, to surviving spouses, to honorary persons, and to others, upon such terms and conditions and subject to the payment of such fees, dues, and other charges as the Board shall from time to time determine. For convenience and courtesy such persons shall be grouped into classes of membership. The number of persons admitted to any class or all classes may be limited by the Board from time to time. Their rights and privileges shall be such as the By-Laws and the Board of Directors shall determine and they shall be amenable to all of the By-Laws, policies and rules and regulations of the Club as made and in force from time to time relating to the government of the Club and the members thereof. Except for super senior membership, such other classes of membership that may be established by the Board of Directors shall have none of the basic rights and privileges of regular members pursuant to Article III, Section 1.

As used in these By-Laws, the term "member" shall mean members of all classes, unless a specific class is designated. The term "voting member" shall mean only those members who have the right to vote pursuant to Article III, Section 1.

Notwithstanding any other provisions of these By-Laws the Board of Directors may establish a super senior category whose members shall have the basic rights and privileges of regular members pursuant to Article III, Section 1, except that the golfing privileges of super senior members may be limited as determined by the Board of Directors. In addition to such other limitations as the Board of Directors may provide, to qualify as a super senior member, the member must be at least 65 years of age and the combination of the member's age plus continuous years of membership must equal or exceed 100.

The Board of Directors may provide that a regular member who becomes a super senior member must surrender his or her transferable certificate evidencing regular membership. The Board of Directors also may provide that the dues and other charges for super senior members may be different than for regular members.

ARTICLE III

RIGHTS AND PRIVILEGES OF MEMBERS

Section 1. Regular Members

Regular members shall have all rights and privileges available in the Club. Only regular members shall have golfing privileges as a matter of right. Only regular members of the Club shall be deemed members of the corporation, or have the right to vote, or to attend voting membership meetings, or hold office; provided that any regular member who elects to become a super senior member shall continue to hold all rights previously held except for golfing privileges, which may be limited by the Board of Directors; and provided further that any regular member who elects to become a social member shall continue to hold all rights previously held, other than golfing privileges.

Section 2. Social Members

Social members shall have the same rights and privileges as regular members, with the exception of: golfing privileges, the right to vote and to attend voting membership meetings, right to be a member of the corporation, and right to serve as officers (except as ex-officio members of the Board of Directors pursuant to Article XII, Section 2); provided that social members who are former regular members shall continue to have all of the above rights except golfing privileges, pursuant to Article III, Section 1 above.

Section 3. Other Classes

All other classes of members shall have such limited rights and privileges as shall be specified by the By-Laws, and the Board of Directors not inconsistent with the By-Laws.

ARTICLE IV

LIMITATIONS TO REGULAR AND SOCIAL MEMBERSHIPS

Section 1. Composition of Regular Members

The regular membership of the Club shall be limited to all persons who, at the time of the adoption of these By-Laws, are regular members of the Club in good standing, and all persons who shall hereafter be admitted to regular membership from time to time and duly qualify pursuant to the provisions of these By-Laws. All regular memberships shall be deemed to be held and have been acquired, only under the conditions, restrictions, limitations and provisions of the By-Laws of the Club, as such By-Laws shall exist and be amended from time to time. Regular membership shall confer no vested or other rights except those specifically conferred or provided for by the By-Laws.

Section 2. Maximum Number

Except as hereinafter provided, and until otherwise provided by these By-Laws, the number of regular memberships in this Club shall be limited to six hundred (600), which number shall include present regular members of the Club, but shall not include non-resident regular members, super senior members and regular members who have transferred to social membership; provided, always, that nothing in this section or elsewhere in these By-Laws expressed or implied shall be deemed to affect the right of the voting membership at any time or times to increase the number of fixed regular memberships; provided, further, that the Board of Directors may fix the maximum number of regular memberships below the said limit of six hundred (600) if necessary to prevent overcrowding on the golf course during heavy play periods.

In the event that the maximum limitation of six hundred (600) established by the By-Laws for regular members is exceeded, or if a maximum set by the Board below six hundred (600) is exceeded, the Board of Directors shall adopt measures to reduce the regular membership to the existing maximum. The maximum number of social members shall be established from time to time by the Board of Directors, giving due recognition to the capacity of the house facilities to accommodate all classes of members.

If the Board of Directors establishes a limited regular class of membership with limited golf privileges, the Board shall set a maximum limitation for this class at any level the Board deems appropriate, but not to exceed twenty percent (20%) of the then existing maximum limitation for regular memberships.

Section 3. Transfer of Other Classes of Membership to Regular or Social Membership

Members in other classes of membership, including social members, may transfer to a regular membership if such a member meets all of the requirements of a regular membership provided for in the By-Laws. Similarly members in other classes of membership, including regular members, may transfer to a social membership subject to the By-Laws provisions. (See Article VII for the By-Laws provisions governing such transfers.)

Section 4. Members May Hold But One Membership

No person shall be permitted to own or hold more than one membership in the Club.

ARTICLE V

TRANSFERABLE AND NON-TRANSFERABLE
CERTIFICATES

Section 1. Transferable Certificates

Transferable memberships shall be evidenced by a transferable certificate which shall be substantially in the following form:

CERTIFICATE OF MEMBERSHIP
in the
OAHU COUNTRY CLUB
INCORPORATED UNDER THE LAWS OF THE STATE OF HAWAII
JUNE 8, 1906
(TRANSFERABLE)

THIS CERTIFIES THAT _____ IS A _____ No. _____ MEMBER of the OAHU COUNTRY CLUB and as such Member is entitled to the rights and privileges of such class of membership as provided in the By-Laws of the Club and is subject to the obligations incident to such membership as now or hereafter provided by the By-Laws of the Club and Board of Directors policy: irrevocable assent thereto is given by acceptance hereof.

Upon the holder ceasing to be a member this membership may be disposed of and transferred only as now or hereafter permitted or provided by the By-Laws, and no other manner of transfer shall be effective.

DATED: Honolulu, Hawaii _____

OAHU COUNTRY CLUB

By _____
President

By _____
Secretary

Initiation Fee

Paid \$ _____

Date of Admission _____

Section 2. Transferable Certificate Procedures

Each incoming member shall purchase from a member a transferable certificate. The incoming member shall transfer the newly purchased certificate for no consideration to the Club, which will retire the certificate. The incoming member shall receive a new non-transferable certificate evidencing his membership. When all transferable certificates for a particular class of membership have been retired, new members of that class shall not be required to purchase certificates.

If a transferable certificate is lost or destroyed, or wrongfully withheld, the Board of Directors by resolution may cancel such certificate and cause a new certificate to be issued in lieu thereof, upon such terms and conditions as the Board may require.

No transferable certificate shall be pledged, assigned, or hypothecated as security or collateral to any loan or agreement whatsoever by any member, and no such certificate shall be subject to any creditor rights by way of any suit, judgement, garnishment, lien, attachment, execution, bankruptcy or divorce proceedings or any other legal process; and the Board shall have the right to take whatever action it deems necessary or advisable to enforce these provisions.

Section 3. Non-Transferable Certificates

The Board of Directors shall prescribe the form of certificates of membership for classes of membership, or a category within a class of membership, that are non-transferable and therefore do not require a transferable certificate.

All members who do not hold transferable certificates, shall be issued non-transferable certificates which shall evidence their membership in the Club.

ARTICLE VI

TRANSFER OF MEMBERSHIPS

Section 1. Only Transferable Memberships Saleable to Qualified Members

Only regular, limited regular, and social transferable memberships may be sold to others. Transferable memberships may be sold only to a person who shall have been duly elected to membership of the Club in accordance with Article V, Section 2.

All other classes of membership shall be non-transferable and shall terminate upon resignation, death or expulsion of the holder thereof.

Section 2. Selling Price for Transferable Certificate

The selling price for the purchase of transferable certificates shall be the price set forth in Article XX of these By-Laws.

Section 3. Termination of Rights and Privileges of the Club, and Surrender of Certificate

In the case of the death, resignation or expulsion of a member holding a transferable membership, the rights and privileges incidental to such membership shall terminate on the member's termination date from the Club as approved by the Board of Directors and shall not relate to the sale and transfer date of the member's certificate.

The terminating member's transferable certificate shall be sold to an incoming member as provided in Article V, Section 2.

Section 4. Order of Priority

Transferable certificates shall be offered for sale in order of their date of surrender. Thereafter, by oldest certificate date outstanding.

Section 5. Initiation Fee

A new member shall pay to the Club an initiation fee as fixed by the Board of Directors.

Section 6. Issuance of New Certificate

No transfer of a membership shall be made nor any new certificate of membership issued except by authority of the Board of Directors entered upon the minutes of a meeting of the Board. The Board may refuse to authorize a transfer until the certificate has been purchased by the new member and the initiation fee paid and until the payment of any indebtedness due the Club from the former owner of the certificate.

ARTICLE VII

TRANSFER OF MEMBERS FROM ONE CLASS TO ANOTHER AND TRANSFER TO NON-RESIDENCY STATUS

Section 1. Transfer from Regular to Social Membership

Any regular member in good standing may at any time elect to become a social member, subject to the approval of the Board of Directors, without regard to any then existing limitation on the maximum number of social members, by written application to the Chairman of the Membership Committee. The transferring member shall retain all of the rights previously held as a regular member other than golfing privileges. No such transferring member shall be entitled to any refund of initiation fees previously paid.

Section 2. Transfers of Social Members and Members of Other Classes to a Regular Membership

If a social member is a former regular member and elects to transfer back to a regular membership, the member may so elect without additional payment of initiation fees, or being placed on the regular class waiting list. Such transfer requires the approval of the Membership Committee and the Board of Directors.

A social member other than a former regular member, and members of other classes of membership, may also elect to transfer to a regular membership if such member meets the basic qualifications of a regular membership established by the By-Laws and the Board of Directors, pays the difference in initiation fees, is approved by the Membership Committee, and is so elected by the Board of Directors. If no vacancy exists in the regular class the transferring member shall be placed on the regular class waiting list in a manner prescribed by the Board of Directors.

If a super senior member elects to transfer back to a regular membership, the member may so elect without additional payment of initiation fees, or being placed on the regular class waiting list. Such transfer requires the approval of the Board of Directors.

Section 3. Other Transfers

In addition to regular members transferring to a social membership pursuant to Section 1 above, members from other classes may elect to transfer to a social membership subject to payment of the difference in initiation fees if higher, and election by the Board of Directors without regard to the then existing limitation on social membership. Such members transferring to a social membership shall have limited rights and privileges pursuant to Article III, Section 2.

Any other transfers between classes of membership not specifically covered in these By-Laws shall be governed by any applicable provision in the By-Laws and by policy established by the Board of Directors not inconsistent with these By-laws, but subject always to the approval of the Board of Directors.

Section 4. Transfer to Non-Residency Status and Right to Resume Former Status

In the event that a regular, social, intermediate, surviving spouse, or limited golf member changes permanent residence to a location other than on Oahu, such member may elect to transfer to a non-resident membership subject to payment of monthly dues as set by the Board of Directors and waiver of mini-charges, provided, if such non-resident member should visit Oahu and use Club facilities, residency dues and mini-charges shall be reinstated, but only if the use of the Club during said visit extends over a period of time, such time period to be designated by the Board of Directors.

In the event that the non-resident member resumes permanent residence on Oahu, and wishes to

retain membership in the Club, the member must request transfer back to regular, social, intermediate, surviving spouse, or limited golf membership, as the case may be, whereupon the member shall be readmitted to membership as a resident of Oahu. No initiation fee shall be charged or any formalities of sponsoring or screening required.

All transfers under this Section shall be reported to the Board of Directors.

ARTICLE VIII

ADMISSION TO MEMBERSHIP

Section 1. Membership Committee

There shall be a Membership Committee appointed by the President with the approval of the Board of Directors, whose duty it shall be to investigate and report to the Board upon applicants for membership in the Club.

Section 2. Sponsors

An applicant for membership may be sponsored by any two members of the Club. In the event that a Board member sponsors an individual for membership, that sponsoring Board member must recuse themselves from the vote of the sponsored individual.

Section 3. Pre-Screening and Application Procedures

The Board of Directors may require that applicants for membership be pre-screened as to presumptive suitability and eligibility before an application is given to a sponsor. In such event the Board shall prescribe the manner and procedure to be followed by the Membership Committee in such pre-screening.

In the event there is no objection from the Membership Committee in its pre-screening investigation the Chairman of the Committee shall forward an application form to the sponsor of the applicant. Such application shall be in such form as the Board of Directors may prescribe from time to time. It shall always set forth the name, age, permanent residence, occupation, birth place, education and family status of the applicant; and shall request the names of at least five (5) members of the Club who are known by the applicant. The sponsors shall state therein the length of time they have known the applicant and certify that in their opinion the applicant is a person of good moral character.

Section 4. Review of Applicant by Membership Committee, and Protest Procedure

The Membership Committee shall investigate the applicant with every resource at its command, and if satisfied as to the applicant's desirability and eligibility as a member, shall post the application on

the Bulletin Board and shall have circulated by mail to all members the name of the applicant and such other data as the Board of Directors considers pertinent.

After posting and circulation of the applicant's name and other data as described above, any member may protest orally or in writing to the Secretary, or to a member of the Board, or to a member of the Membership Committee against the admission of the applicant stating the reasons therefor. The name of the protestant shall not be recorded or divulged except to the Board. After posting and circulation for a minimum of three weeks any protests received will be reviewed by the Membership Committee. Any protestant shall hold himself ready to disclose in confidence to the Committee any further facts or any data relating to the objection.

Section 5. Election

The name or names of applicants recommended for membership by the Membership Committee shall be submitted to the Board of Directors at its next meeting in the order in which applications are received by the Committee. Board members shall vote on each applicant separately by secret ballot.

The affirmative vote of at least seven members of the Board shall be required to elect an applicant and two dissenting votes shall prevent such election. All proceedings upon elections shall be secret and confidential.

Section 6. No Reapplication for One Year

If an applicant is rejected for membership no such person shall be again proposed or considered for membership until after the expiration of one year from the time of such rejection.

Section 7. Qualifications for Membership

An applicant who has been elected to membership by the Board of Directors shall be so notified by the President or the Secretary. Such election shall be contingent on the following:

- (a) Payment of the requisite initiation fee.
- (b) As provided in Article V, Section 2, purchase from a member his or her transferable certificate for the class to which elected, provided such a transferable certificate is available.
- (c) Payment of dues for the month in which the membership is issued.
- (d) By signing a document accepting membership in the Club and by agreeing to abide by the By-Laws and rules of the Club.

Section 8. Acquisition of Transferable Certificate

A regular, limited regular, or social transferable membership which requires the purchase of a transferable certificate, may be acquired by the newly elected member in any manner following:

- (a) By the issuance of a new transferable certificate in exchange for the surrender of an outstanding transferable certificate as outlined in Article V, Section 2.
- (b) If there shall be any unissued transferable certificate consistent with the maximum limitations established for each class of transferable membership, the unissued transferable certificate may be issued, subject to the approval of the Board of Directors.

Section 9. Failure to Qualify

A newly elected member shall be given thirty (30) days to qualify under Section 7 above. If such member fails to qualify within said period the election to membership shall be voided, unless the period to qualify has been extended by the Board of Directors for good reason.

Section 10. Waiting List

A waiting list for membership in any class of membership in which the maximum limitation has been reached or exceeded shall be administered in a manner prescribed by the Board of Directors, not inconsistent with these By-Laws.

ARTICLE IX

RESIGNATION, TERMINATION, EXPULSION AND SUSPENSION OF MEMBERSHIP

Section 1. Resignations Effective Only on Acceptance

A member may at any time tender his or her resignation of membership in writing, delivered or mailed, to the Secretary, but no resignation shall become effective until it shall be accepted by the Board of Directors. The Board may refuse to accept a resignation until the full payment of all of the member's indebtedness to the Club.

Section 2. Expulsion

By the unanimous vote of all members of the Board of Directors present at a meeting duly called for that purpose in accordance with the provisions of Article XII, Section 8, any member may be expelled from the Club for any conduct which in the judgment of the Board of Directors is dishonorable, or disgraceful, or detrimental to the interests or reputation of the Club, or calculated to bring the Club or any of its members into ill repute, or inimical to the Government of the United States, either within or without the premises of the Club, or for any breach of the By-Laws or rules or policy of the Club. If such a member be a director such person may, for any like cause, be expelled by the unanimous vote of all the other members of the Board then in office and present at such a meeting.

Section 3. Hearing

Not less than three (3) days before action is taken by the Board on charges punishable by expulsion, the member charged shall be furnished with a written statement of the charges signed by the Secretary with notice of the time and place of a hearing fixed for the consideration thereof. The member charged shall be at liberty to attend in person at such hearing and be heard in the member's own behalf upon such charges. After the hearing the Board shall privately consider the charges and the evidence relating thereto and render a decision thereon. A condensed statement of such proceedings and decision shall be entered by the Secretary upon the minute book of the Club and the decision thereupon entered shall be final and conclusive of said matter.

Section 4. Effect of Expulsion

Expulsion shall effect the immediate forfeiture of all rights and privileges of the member expelled and such membership if transferable shall be disposed of as provided for in these By-Laws.

Section 5. Discipline of Members and Privileged Persons

When an offense is such as may in the judgment of the Board be satisfied by apology, reparation, or the payment of a fine, the Board may require the member to make such apology, reparation, or pay such fine to be accomplished within a fixed time period. Failure to do so shall be sufficient ground for suspension or expulsion as the Board may deem just. (See Article X, Section 7 for limitations on fines).

If the person who has breached the By-Laws or Club rules or policy or engaged in conduct as described in Section 2 of this Article is not a member, but a privileged person (family members, or guest of a member, or guest of the Club) the Board of Directors by two-thirds vote of those then present at such meeting may cancel indefinitely, or suspend for a fixed period of time such person's Club privileges and right to be on Club property as the Board shall decide.

Section 6. Suspension of a Member

A member may, for any causes punishable by expulsion, if the Board feels that expulsion is too severe, be suspended from the privileges of the Club, after like notice, hearing and decision, for a period not to exceed one year as determined by the Board, by the vote of two-thirds of the members of the Board of Directors then present at such meeting.

Section 7. Continuing Liability

If a member has been suspended, as provided for in Section 6 above, the obligation of such member to continue to pay monthly dues, and other Club charges as determined by the Board of Directors, shall continue during the period of the member's suspension.

Similarly any member subject to the other forms of discipline as provided for in this Article, namely, expulsion, reparation or fine shall have a continuing liability to pay all Club charges when due, consistent with the provisions of these By-Laws.

Section 8. Rights Terminated

If any voting member of the Club shall die, resign or be expelled from the Club such member shall thereupon cease to have any interest or share in the property and assets of the corporation, if the voting member has any, and such death, resignation or expulsion shall operate as a release and assignment to the corporation of all the rights, title and interest of such voting member in and to the property, assets and privileges of the Club.

ARTICLE X

DUES, FEES, ASSESSMENTS AND CHARGES

Section 1. Amounts Fixed by the Board

The amounts to be paid for initiation fees and dues (except where exemption in whole or in part is allowed under these By-Laws) shall be fixed by the Board of Directors duly entered upon the minutes of the Board, and be subject to change in like manner from time to time; provided that any increase in dues shall not take effect until at least thirty (30) days after notice thereof shall have been given to the members. Dues shall commence on the first day of the month in which a member is admitted. In addition to the charges above the Board of Directors shall likewise from time to time fix charges for green fees, cart rentals, mini-charges, club storage and cleaning, locker rental, private parties, guest cards or other fees and charges as the Board shall determine, all subject to change from time to time as the Board shall decide.

Section 2. Lien for Dues, Assessments, Etc.

In addition to the personal liability of members all transferable memberships shall be liable and be under lien to the Club as security for the payment of all indebtedness, dues, assessments, charges, fines and impositions accruing against such member, until transferred upon the books of the Club as herein provided.

Section 3. When Payable

Monthly dues shall be payable in advance to the treasurer plus the amount of any tax thereon, if any. Any other indebtedness incurred, or fines imposed, or assessments levied during any month shall be due and payable on the monthly billing date.

Section 4. Statements of Account

The Treasurer, within seven (7) days after the closing day of the billing period, shall cause to be sent to each member a statement of the member's indebtedness to the Club. If such indebtedness shall not be paid within one (1) month following such billing date, a delinquent finance charge (as determined from time to time by the Board of Directors) shall be charged. If such indebtedness shall not be paid within two (2) months of such billing date the name of the delinquent member and the amount of the unpaid account shall forthwith, without any action or order of the Board of Directors, be posted by the Treasurer on the Club's Bulletin Board, and written notice shall be given by the Treasurer to such delinquent member that unless full payment shall be made within thirty (30) days after the date of such posting, the member's delinquency will be certified by the Board and the member will then be subject to membership suspension or termination by the Board.

Section 5. Suspension or Cancellation; Reinstatement

Failing such payment the Treasurer shall give notice thereof to the Board accordingly, and the Board of Directors may then, without any other or further notice to the delinquent member, suspend the delinquent member until payment is made, or cancel the membership. Upon good cause shown, the Board may upon application from the delinquent member within ninety (90) days thereafter, rescind such cancellation of membership, but only upon condition that all existing indebtedness of such member shall first be fully paid.

The Board shall have power to fix the maximum amount of indebtedness which a member may incur, and to change such amount from time to time.

Section 6. Assessments

The Board may levy assessments upon all members up to, but not exceeding a dollar amount equal to two times the member's current monthly dues in any one calendar year to meet any of the debts or obligations of the Club. The assessment shall be paid in such manner as the Board shall determine, i.e. the time period of payment, and whether all members shall pay the same amount or differing amounts based on the dues structure.

Section 7. Fines and Penalties

The Board of Directors at any meeting may impose a fine or penalty, not to exceed three times the monthly dues of a regular member, upon any member or person enjoying the privileges of the Club for any infraction of any By-Laws provision or rule or policy of the Club, and such fine or penalty shall be paid in a manner determined by the Board, but shall always have a fixed date for payment. If not paid when due, or before due dates, the person in default may by order of the Board without any further hearing be suspended from the privileges of the Club until payment shall be made, and pending further action by the Board.

Section 8. Suspension of Credit

After the posting of delinquency of a member as herein provided, such member shall not be allowed any further credit in the Club while such delinquency shall continue.

Section 9. Effect of Cancellation

When a membership is canceled as provided in Section 5 of this Article, the member shall cease to be entitled to any further privileges of the Club, and the member's rights shall terminate as though in the case of an expelled member, subject only to reinstatement as provided in Section 5.

Section 10. Half Rate Dues During Prolonged Illness

The protracted illness of any member in good standing, for a period of three (3) months or more, may at the discretion of the Board warrant the remission of one-half the regular dues of such member with waiver of mini-charges during such illness.

Section 11. Dues Differential

At no time shall the dues of social members exceed eighty percent (80%) of the dues of regular members.

Section 12. Reinstatement

The Board of Directors shall have the power to reinstate any former member of the Club who resigned pursuant to Article IX, Section 1 subject to the following:

- (a) No payment of initiation fee shall be required unless reinstatement is to a different class of membership with a higher initiation fee.
- (b) Payment of full back dues from date of resignation to date of reinstatement as determined by the Board.
- (c) Approval of reinstatement and its terms by the Board of Directors.

ARTICLE XI

EXTENSION OF CLUB PRIVILEGES TO FAMILY MEMBERS AND GUESTS

Section 1. Spouse and Eligible Children

The spouse and/or eligible children of a member shall be entitled to the privileges of the Club without payment of dues. If the member is eligible for golf privileges the member's spouse and/or eligible children shall be eligible for limited golf privileges as determined by the Board of Directors without payment of green fees. Eligible children shall mean a child of a member who is under age 23, dependent, unmarried, and living at home. The member shall be responsible for all indebtedness to the Club incurred by such privileged persons.

Section 2. Guests of Members

Guests of a member who are accompanied by a member (or family members) are permitted to use Club facilities subject to the rules governing such guests established by the By-Laws and the Board of Directors. The use of Club facilities unaccompanied by a member or family members, is limited to the issuance of a guest card. A member may sponsor a guest card for a non-resident of Oahu for ten (10) consecutive days and such guest shall be subject to charges and surcharges as the Board of Directors may require and shall be subject further to all rules of the Club governing the use of guest cards as established by the Board from time to time. A member may not sponsor more than two guest cards at any one time.

Section 3. Members Liability for Guests

A member at whose request a guest card is issued shall be liable for all indebtedness incurred by the guest to the Club, and, if the same is not paid by such guest within the time limits prescribed by the Board, such indebtedness shall be paid by the sponsoring member.

Section 4. Privileges Not Transferable

No privileges extended to any person under this Article shall be transferable to any other person.

Section 5. Entertainment

The Board of Directors may permit limited use of Clubhouse facilities for entertainment by guest groups when sponsored by a member subject to such restrictions and charges as the Board may deem proper. Utilization of Club facilities by non-members shall always be subservient to the interest of Club members.

ARTICLE XII

BOARD OF DIRECTORS

Section 1. Membership of Board of Directors

There shall be a Board of Directors composed of nine (9) elected members 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 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

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 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 3. 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 4. 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 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 6. Filling of Vacancies

Should a vacancy occur in the office of an 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 7. Powers of Board of Directors

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, 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 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.
- (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, (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, (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 judgement 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 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.
- (i) 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).
- (j) To call meetings of the voting membership to consider specified subjects.
- (k) 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.
- (l) 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.

Section 8. 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 9. 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 to each Director at his home or business address at least 48 hours before such meeting.

Section 10. Removal of a Director

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 mailed to each director, at his home or business address, at least 48 hours before such meeting.

Section 11. Disqualification of a Director

If any member of the Board of Directors shall at any time cease to be a 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 to spread such fact upon the minutes of the Board by order of the Directors.

ARTICLE XIII

ELECTION OF DIRECTORS

Section 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 at least six (6) candidates for directors to be voted for at the next ensuing Club election.

Section 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 post a copy on the Bulletin Board of the Club and send a copy to each voting member of the Club.

Section 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 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. Electronic ballots will be deposited in the locked ballot box and counted by the judges of the election as set forth in these By-Laws.

Section 5. Balloting Required

The election of the directors shall be by paper or 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 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 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 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 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 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, 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 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 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 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 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 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 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 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 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 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 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 (1), 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 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.

Section 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.

Section 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. Special voting meetings and action by paper and electronic voting (Section 9) shall be preceded by an informational meeting on the topic to be held within a reasonable time prior to the voting meeting.

Section 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 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 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 over from time to time, without further notice, until a quorum shall be present.

Section 7. Voting Rights

Each voting member shall be entitled to only one vote.

Section 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 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. 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. 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. 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. All solicitations for votes by paper and electronic ballot shall: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter (other than election directors); and (c) 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 1. 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.

ARTICLE XVIII

PROHIBITED ACTIVITIES

Section 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 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 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 2. Mail Address

Each member must in writing notify the Club office of his or her address, 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. 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 3. Mailing of Notices

Whenever any notice is provided to be given to any member or members of the Club, otherwise 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 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 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 (2) of all of the voting members of the club. 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 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.