

Bylaws Revision Committee
February 10, 2025

In formulating a strategy to garner membership approval, the Board decided to split the bylaws into smaller sections so the membership may more easily digest and evaluate a bylaws revision proposal. In that regard, the Board established an ad-hoc committee to make a revision proposal to the Board, and later the voting membership. As such the bylaws revision committee set about drafting such a proposal. While our committee used the basic format of the current bylaws, we do not feel constrained by simply editing current provisions one by one but seek to produce a governing document that will be suitably serve our organization well into the future.

The committee began by selecting all the membership related provisions for consideration in this proposal. Our goals are to simplify, clarify, and update the document to fit the needs of our club. Concerning the creation and management of various membership categories, the committee's general philosophy is to provide more flexibility to our Board to adjust to times as circumstances warrant. One of the most significant issues arising out of this review will be how the club manages voting rights. Currently, all former Regular members retain their voting rights regardless of their current membership category of membership. Past bylaw revisions have proposed a half vote for Intermediates. We do not make such a recommendation but instead offer that only Regular members should have a vote. The Board will decide the disposition of this issue.

Our process is to review various sections of the bylaws and make revisions, while reporting and incorporating any feedback from the Board. For that same purpose, we have begun meeting with various committees and other stakeholders. At the upcoming February Board meeting, the Board should decide how to proceed with the voting rights issue. With that issue confirmed the committee will modify as necessary to adhere to the direction of the Board. During this period and after, we will incorporate any ideas from the non-board meetings. The plan is to have a final draft for consideration by the Board at its March meeting. Even if the Board does not approve the exact language of the whole package, we hope we can alleviate any concerns and modify accordingly in early March. We will request some outreach to the entire voting membership. In what form that entails will depend on the will of the Board and circumstances at the time.

Please find as follows some highlights of the proposed changes from our current set of bylaws:

Noteworthy proposals and changes:

- Members hold only the rights and privileges of the class they belong to
- Regular Membership is stated as premier class of membership
- Intermediates automatically transfer to Regular
- Regular member cap language reworked; unlikely to be impactful
- Age Intermediates transfer to Regular not set on bylaws but determined by Board

- Regulars are established by bylaws; Intermediates established by implication; and Super Seniors class establishment optional (matches current bylaws)
- Super Senior rights and privileges established by Board; retain current formula to join
- Only Regulars have right to vote. Board has yet to make a final decision to proceed with proposal. As such, may be modified.
- Transferable Certificate provision mostly removed. Proposal directs Board to establish and implement plan to refund current holders.
- Super Senior transfers would no longer be required to give up certificate upon class transfer.
- Provides option to Board how to set initiation fee requirement for transferring Intermediates into Regular membership.
- Clarify some issues with Non-Resident status.
- Provides more flexibility to Board for setting requirements for Admissions to Membership
- Retains, unchanged, ability of members to offer objection to such potential admissions
- Requires submission of acceptable portrait before membership admission process complete
- Board members potentially subject to disciplinary action shall not participate in any discussion or decision by Board regarding such action

If anyone has any other questions, concerns, or ideas, please let committee know by contacting Patrick Smith (pat@nuikoa.com).

Thank you for your consideration of our proposal.