****

**BY-LAWS OF THE**

**OAHU COUNTRY CLUB**

**As adopted September 17, 2025**

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# ARTICLE I

## NAME, ADDRESS AND SEAL

Section 1.1 Name. The name of the Club is “Oahu Country Club” (herein the “Club”) and its address is 150 Country Club Road, Nuʻuanu Valley, Honolulu, Hawaii 96817.

Section 1.2 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.

# ARTICLE II

## MEMBERSHIP

Section 2.1 Eligible Persons. The Board may invite to membership any person of good moral character age 21 and over who meets the qualifications set forth in these By-Laws or established by the Board.

Section 2.2 “Members” Definition. A Member shall be only the individual listed as a member on the club roster; all others shall be considered nonmembers. Beneficiaries are any individuals who receive privileges at the club by virtue of their relationship (as defined in the club’s Membership Rules) to a member. A guest is an individual not otherwise a member or beneficiary.

Section 2.3 Membership Privileges. All Memberships shall be deemed to have been acquired and shall be held only under the conditions, restrictions, limitations and provisions of these By-Laws, as such By-Laws may be amended. The privileges and responsibilities, terms and conditions, fees, dues, and other charges shall be established by the Board and be set forth in the Club Rules. Members shall hold only those rights and privileges of the class in which they belong.

Section 2.4 Classes of Memberships. Regular Membership shall be the premier class of membership. The Board may also establish additional categories of membership and extend Club privileges to such Members.

# ARTICLE III

## REGULAR MEMBERSHIP

Section 3.1 Regular Members. Regular Members shall have all privileges available in the Club. ~~Except as provided for in Section 4.2~~, [O]nly Regular Members shall have full golfing privileges. Only Regular Members shall be deemed “members” of the corporation as provided in Hawaii state statutes. Regular Membership shall confer no vested or other rights except those specifically conferred or provided in the By-Laws. Except as provided in these By-Laws, the Regular Membership of the Club shall be limited to persons who qualify and are elected and admitted to Regular Membership.

Section 3.2 Maximum Number of Regular Members. The number of Regular Memberships in the Club shall be limited to six hundred (600) (“**Regular Cap**”). If the cap is exceeded, with the exception of the automatic transfer of Intermediate members, no other new or existing members may join this category until the cap is at or below the Regular Cap. The Board may fix the maximum number of Regular Memberships at any given time below the Regular Cap to prevent overcrowding on the golf course during heavy play periods. The Board may change the number of maximum allowable members per class of membership giving due recognition to the capacity of the facilities to accommodate all classes of members.

# ARTICLE IV

## OTHER MEMBERSHIPS

Section 4.1 Intermediate Members. Intermediate Memberships are Memberships that are offered in subcategories by age group with dues and joining fees established by the Board. Intermediate Members generally have all Regular Member use privileges except as limited below or in the Club Rules. Once an Intermediate Member reaches an age designated by the Board the member is automatically converted to a Regular Member.

Section 4.2 Super Senior Membership. All members of the Super Senior Class as of January 1, 2026, but not after, shall have the basic rights and privileges of regular members, including voting rights, 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 may provide, a Super Senior Member must be at least 65 years of age and the combination of the Member’s age plus years of Regular membership must equal or exceed 100 to apply for this category. All applications to convert to Super Senior must be approved by the Board in its discretion, and the Board may limit the number of Super Senior Memberships available at any given time. The Board also may provide that the dues and other charges for Super Senior Members may be different from Regular Members.

Section 4.3 Rights and Privileges of Non-Regular Members. Except as provided herein, only regular members shall have the right to vote, right to be a member of the corporation, and right to serve as directors or officers. The maximum number of Members of other classes shall be set by the Board. All other classes of Members shall have such limited privileges as specified by the Board not inconsistent with the By-Laws.

# ARTICLE V

## TRANSFER OF MEMBERS FROM ONE CLASS TO ANOTHER

Section 5.1 Transfer from Regular to Other Classes of Membership. Any Regular Member in good standing may at any time apply to become a member of another category of membership for which ~~he or she~~ they qualif~~ies~~y, subject to the approval of the Board.

Section 5.2 Transfers to a Regular Membership by Former Regular Members. If a former Regular Member elects to transfer back to a Regular Membership, the Member may apply to do so without additional payment of initiation fees, or being placed on the Regular class waiting list [unless the Regular Cap is met or exceeded, as defined in Section 3.2]. Such transfer requires Board approval, which may be given or withheld in its sole discretion.

Section 5.3 Transfers to a Regular Membership. Non-former Regular Members of other classes of membership may apply to transfer to a Regular Membership if such Member meets the qualifications established by the By-Laws and the Board, and pays the difference in initiation fees at the time of transfer. The amount of the difference in initiation fees may be determine by initiation fee at time of the transferring member becoming a member, or at time of transfer, or a combination thereof as set by the board. The Board may offer incentives to other classes by waiving or reducing the difference in initiation fees. Such transfers require approval by the Membership Committee, and election by the Board. 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.

Section 5.4 Transfer to and from Non-Residency Status. In the event that a Member changes permanent residence to a location other than on Oahu, such Member may apply to transfer to a Non-Resident Membership category subject to payment of such dues, fees and charges set by the Board. This status is meant for members that do not maintain a substantial presence on the island of Oahu. It is inconsistent with a Non-Resident Membership for a person to engage in substantial and regular usage of the Club facilities. What constitutes “substantial presence” and “substantial and regular usage” shall be determined by the Board. The Board may require a Non-Resident Member to pay Resident Membership dues and/or suspend the Nonresident Member if Club usage or physical presence on Oahu is inconsistent with the spirit of this limitation. The decision of the Board shall be conclusive as to whether a particular Non-Resident Member must pay Resident Membership dues. What constitutes a Member’s Residency status is in the sole discretion of the Board.It is the Non-Resident Member’s duty to notify the Club Secretary in writing of any change of residence, employment, or any other matter affecting ~~his or her status or his or her spouse’s status, or his~~ their or their spouse's status, or their obligation to apply for Resident Membership and pay the appropriate fees and dues. Failure of the Non-Resident Member to notify the Club of such change may result in formal disciplinary action. 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 ~~their~~ ~~his~~ prior category of membership or apply for a resident category of membership, whereupon the Member shall be readmitted to membership as a resident of Oahu.

Section 5.5 Other Transfers. Any other transfers between classes of membership not specifically addressed in these By-Laws shall be governed by policy established by the Board, but such transfers shall always be subject to Board approval.

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Section 5.6 Member Class Privileges and Refunds. Except as explicitly provided in these By-Laws, Members transferring to another Membership Class shall have only the privileges of Membership Class the Member becomes a part of and shall not be entitled to any refund.

# ARTICLE VI

## ADMISSION TO MEMBERSHIP

Section 6.1 Membership Committee. There shall be a Membership Committee appointed by the President with the approval of the Board, whose duty it shall be to investigate and report to the Board upon candidates for membership in the Club.

Section 6.2 Sponsors. A candidate for membership may be sponsored by any two Members of the Club. The Membership Committee or Board may also establish additional pre-screening requirements. In the event that a Board member sponsors an individual for membership, that sponsoring Board member must recuse themself ~~himself~~ from voting on that candidate.

Section 6.3 Review of Candidate and Protest Procedure. The Membership Committee shall investigate the candidate and, if satisfied as to the candidate’s desirability and eligibility as a Member, shall post or distribute in a manner proscribed by the board the name of the candidate and any such other data as the Board considers pertinent. After posting, any Member may protest 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 candidate stating the reasons therefor. The name of the protestant shall not be recorded or divulged except to the Board. After posting for a minimum of three weeks, any protests received will be reviewed by the Membership Committee. Any protestant shall hold ~~him or herself~~ themself ready to disclose in confidence to the Committee or Board any further facts or any data relating to the objection.

Section 6.4 Election. The name or names of candidates recommended for membership by the Membership Committee shall be submitted to the Board. Board members shall vote on each candidate by secret ballot. The affirmative vote of at least seven Board members shall be required to elect a candidate and two dissenting votes shall prevent such election. All proceedings upon elections shall be secret and confidential.

Section 6.5 Requirements for Membership. A candidate who has been elected to membership by the Board shall be notified by the President or their designee. Such election shall be contingent on the following: (a) payment of the requisite initiation fee; (b) payment of dues for the month in which the membership is issued; (c) signing such joining documents as the Board may require; (d) and, submission of a satisfactory portrait photograph.

Section 6.6 Failure to Qualify. A newly elected Member shall be given thirty (30) days to complete the joining requirements 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.

Section 6.7 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, not inconsistent with these By-Laws.

# ARTICLE VII

## RESIGNATION AND MEMBER DISCIPLINE

Section 7.1 Resignations Effective Only on Acceptance. A Member may at any time tender their ~~his or her~~ resignation of membership in writing on a form provided by the Club, delivered to the Secretary, but no resignation shall become effective until it shall be accepted by the Board. The Board may refuse to accept a resignation until the full payment of all of the Member’s indebtedness to the Club has been made.

### Section 7.2 Discipline of Members

(a) General. Any Member, or any family member, invitee or guest of such Member, whose conduct violates the Club’s By-Laws or Rules or is deemed by the Board to be improper or likely to endanger the welfare, safety, harmony or good reputation of the Club, its Members or its staff, may be reprimanded, fined, suspended or expelled from the Club by action of the Board. The Board shall be the sole judge of what constitutes improper conduct or conduct likely to endanger the welfare, safety, harmony or good reputation of the Club, its Members or its staff. When a Member’s conduct is such as may, in the Board’s opinion, be satisfied by an apology or reparation (including a fine), the Board may require the Member ~~to~~ make such an apology or reparation and fix a time for performance. Failure to comply with the direction of the Board shall be sufficient grounds for suspension or expulsion.

(b) Board Action. Except for automatic suspensions related to delinquent financial obligations to the Club, a Member shall be notified in writing of any proposed disciplinary action and shall be given an opportunity to be heard by the Board to show cause why such Member should not be disciplined, suspended or expelled in accordance with this Article at least fifteen (15) calendar days prior to the effective date of such discipline. If the Member desires to be heard, the Member must provide a written request for a hearing to the Board within five (5) calendar days after the Club’s written notice to the Member of its proposed action. Upon the Board’s receipt of the written request for a hearing, the Board ~~of Directors~~ shall set a time and date not less than five (5) business days thereafter for such hearing. The Board may, alternatively, set a hearing date in the notice to the Member of the proposed disciplinary action. While such complaint is being considered by the Board, the Member shall enjoy all privileges of the Club to which the Member was entitled prior to such complaint, unless the Board determines, in its sole discretion, that the use of such privileges would be improper or likely to endanger the welfare, safety, harmony or good reputation of the Club, its Members or its staff. If a Member under consideration for disciplinary action is a Director, the Member shall not vote or participate as a Director in the consideration of the charges as hereinafter provided or be counted as a Director then in office.

(c) Suspension. A Member may be suspended by a majority vote of all the Directors present and qualified to vote at any regular or special meeting of the Board. The period of suspension shall be as determined by the Board. A Member who has been suspended shall forfeit all rights and privileges of membership until the period of suspension has expired and all indebtedness owed to the Club has been paid. A Member’s obligation to pay monthly dues, assessments, mini-charges and other charges shall continue during the period of suspension.

(d) Expulsion. A Member may be expelled by a two-thirds vote of the entire Board in office. At the Board meeting to consider whether the Member may be expelled, the Member may appear in person and/or may file written statements. After the hearing, the Board shall privately consider the charges and evidence and render a decision, a copy of which shall be furnished to the Member. Only Board members who were present during consideration of the testimony at the hearing, either in person or by telephone, shall be entitled to vote. The action of the Board shall be final, conclusive, and binding on the Club and the Member. A Member who has been expelled as provided herein shall forfeit all rights and privileges of membership, except as otherwise provided in these By-Laws.

(e) Suspension for Delinquency. Notwithstanding the foregoing, Members who are delinquent in their financial obligations to the Club may be summarily and immediately suspended by the Board without a hearing. The Club deems the Member’s billing statement to the Member as notice of their ~~his~~ obligations and these By-Laws as notice of a proposed discipline if he fails to fulfill their ~~his~~ financial obligations.

Section 7.3 Rights Terminated. Except as expressly provided herein, if any Member 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 such 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 Member in and to the Member’s membership and the property, assets and privileges of the Club.

# ARTICLE VIII

## DUES, FEES, ASSESSMENTS AND CHARGES

Section 8.1 Amounts Fixed by the Board. The amounts to be paid for initiation fees and dues shall be fixed by the Board 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. The Board shall also 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.

Section 8.2 When Payable. Monthly dues shall be payable in advance 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. 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 8.3 Statements of Account. The Club, 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 by the Board) 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 be posted on the Club’s Bulletin Board and the Member’s use and charging privileges will be summarily suspended for so long as such delinquency continues.

Section 8.4 Suspension or Cancellation; Reinstatement. Any Member who is delinquent in their ~~his or her~~ financial obligations to the Club as described above may be summarily and immediately suspended by the Board without a hearing. The Member’s billing statements and these By-Laws are deemed notice of the Member’s obligations and notice of a proposed disciplinary action if the Member fails to fulfill the Member’s financial obligations to the Club.

Section 8.5 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 Club’s debts or obligations. The assessment shall be paid in such manner as the Board shall determine.

Section 8.6 Fines and Penalties. The Board 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 Club privileges for any infraction of any By-Laws or Rule or Policy of the Club. If not paid when due, the person in default may be subject to further action by the Board.

Section 8.7 Half Rate Dues During Prolonged Illness. The protracted illness of any Member in good standing 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. The Board shall adopt a policy from time to time governing such concessions.

Section 8.8 Reinstatement. The Board may reinstate a former Member who resigned in good standing, consistent with the Club’s reinstatement policy adopted by the Board from time to time, which may include as a requirement that the Member pay any assessment from date of resignation to date of reinstatement, and in all cases will be subject to approval of reinstatement and its terms by the Board.

# ARTICLE IX

## EXTENSION OF CLUB PRIVILEGES TO FAMILY MEMBERS AND GUESTS

Section 9.1 Spouse and Eligible Children. The Member’s spouse and children under age 23 who are unmarried and living at home or full-time students or military (“Family”) shall generally be entitled to the Member’s use privileges, subject to the Club’s Rules and to such limitations as the Board may establish. The Board may adopt policies to allow an unmarried Member to apply periodically for permission to appoint an unrelated, unmarried domestic partner as their ~~his or her~~ Significant Other. A Significant Other will generally have the use privileges of a spouse, subject to all limitations established by the Board. The Member shall be responsible for all indebtedness incurred by such privileged persons.

Section 9.2 Guests of Members. A guest of a Member or their ~~his~~ Family is permitted to use Club facilities subject to the Rules governing guests. The use of Club facilities unaccompanied by a Member or their ~~his~~ Family is limited to the issuance of a non-transferable 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 may require and shall be subject to all applicable Rules. The Member for whom a guest card is issued shall be liable for all indebtedness incurred by the guest. A Member and their ~~his~~ family collectively may not sponsor more than two guest cards at any one time.

Section 9.3 Former Members. Former Club members may be eligible to use the Club Facilities as a guest of another member. However, any former Club member who has an unpaid Club account balance, was expelled from membership in the Club, or was not in good standing with the Club when their ~~his or her~~ membership was terminated, shall not be allowed to come on the Club property or to use the Club Facilities for any reason.

# ARTICLE IX-A

## RIGHTS OF PREVIOUS VOTING MEMBERS TO VOTE ON BYLAWS AMENDMENTS

Section 9-A.1 Limited Extension of Voting Privileges to Former Voting Members. Notwithstanding any voting rights provision of these bylaws, all members deemed voting members before adoption of these bylaws, shall have the right to vote on approval of the remaining portion of the bylaws. Any such right and privilege established by this provision shall expire by July 1, 2026.

Section 9-A.2 Removal of this Article. This Article (11-A) shall be removal from these bylaws upon the expiration of extended voting set forth in Section 11-A.1.

Section 9-A.3 Effective Date. This bylaws amendment shall not become effective until accompanied by adoption of a remainder of the complete bylaws or July 1, 2026, whichever shall be later.

# ARTICLE X

## BOARD OF DIRECTORS

Section 10.1 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. The elected members of the Board shall be Regular members of the Club. The members of the Board shall serve until their successor shall be elected or appointed as herein provided.

Section 10.2 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 consisting of nine (9) elected members all in good standing.

Section 10.3 Limit on Successive Terms. No person shall serve consecutively on the Board for more than two full terms. (See Article XII, Section 1 for limitations to the terms of the Secretary and the Treasurer.)

Section 10.4 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 10.5 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 10.6 Filling of Vacancies. Should a vacancy occur in the office of a 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.

Section 10.7 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 14.1 and 14.2, 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 shall have the power:

(a) To appoint, control, and prescribe the duties of and at their pleasure remove without cause 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 the president to attend club events beneficial to their office, not to exceed $500 annually.

(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 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; 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) 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.

(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 Section 15.2).

(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 VII 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 VIII; and to suspend or withdraw the privileges of the Club from any privileged person admitted thereto under Articles IX of these By-Laws, for like cause.

(l) To interpret the By-Laws, or any provision herein, and its decision shall be final and binding, except as otherwise provided by law~~,~~ or 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 10.8 Quorum. Except as otherwise provided in the By-Laws, a majority of members of the Board 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 10.9 Meetings. The Boardshall meet regularly once a month at such times and upon such notice as the Board shall determine. Special meetings of the Board 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 sent to each Director at their established point of contact.

Section 10.10 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 10.11 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 10.12 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 to each director, at their established point of contact at least 48 hours before such meeting.

Section 10.13 Removal of a Director by Membership. A director may be removed by two-thirds of voting members 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 may be removed pursuant to this section.

Section 10.14 Disqualification of a Director. If any member of the Boardshall 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, their ~~his~~ office as a director shall immediately become vacant without any action other than recording such fact in the minutes of the Board by order of the Directors.

# ARTICLE XI

## ELECTION OF DIRECTORS

Section 11.1 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) candidates, for directors to be voted for at the next ensuing Club election.

Section 11.2 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.

Section 11.3 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 11.4 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 collected by the judges of the election as set forth in these By-Laws.

Section 11.5 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 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 11.6 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 11.7 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 11.8 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 11.9 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 XII

## OFFICERS

Section 12.1 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, from their own number, except that the Secretary and Treasurer may be appointed from the 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 shall meet and elect from their own number the principal officers herein mentioned.

Section 12.2 Other Officers. There may be such other officers and agents of the Club as the Board may deem requisite and appoint, all of whom shall serve at the pleasure of the Board.

Section 12.3 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; 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 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 12.4 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 12.5 Secretary. The Secretary shall keep a record of proceedings of all meetings of the voting membership and of the Board, 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 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 12.6 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 shall from time to time direct. At the monthly meetings of the Board 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 12.7 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 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 whenever required by them. The Auditor shall also perform such other duties as the Board may direct.

Section 12.8 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. The President and Secretary shall sign all Membership Transferable Certificates, if applicable.

# ARTICLE XIII

## COMMITTEES

Section 13.1 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 13.2 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) or more 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~~,~~ and five other members ~~members each of whom~~ who 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 Committeeshall be appointed from the membership of the Club.

(d) The Employee Compensation & Benefit Committee. The Chair of the Employee Compensation & Benefits Committee shall be appointed from the membership of the Club and they shall not be or become a member 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 13.3 Nominating Committee. Prior to each Annual Meetings, a Nominating Committee shall be formed as outlined in section 13.1.

Section 13.4 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 XIV

## MEMBERSHIP MEETINGS

Section 14.1 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 may determine. Only voting members and guests invited by the board may attend.

Section 14.2 Special Meetings. Special meetings of the voting membership may be held at any time upon the call of the President or of the Board. 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 14.3 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 shall be preceded by an informational meeting on the topic to be held within a reasonable time prior to the voting meeting.

Section 14.4 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 14.5 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 14.6 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, without further notice, until a quorum shall be present.

Section 14.7 Voting Rights. Each voting member shall be entitled to only one vote.

Section 14.8 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 but such proxy shall not be valid for more than one year. 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 no person may hold or vote proxies or powers for more than two other voting members.

Section 14.9 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 XV

## SALE, MORTGAGE, ETC. OF REAL PROPERTY

Section 15.1 Membership Authorization. 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 the membership pursuant to this Article.

Section 15.2 Voting to Authorize. Authorization under this Article may be had by 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 XVI

## PROHIBITED ACTIVITIES

Section 16.1 Advertising of Membership for Sale. No member of the Club shall advertise or post or permit their ~~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 VII of these By-Laws.

Section 16.2 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 to be financed, administered, and distributed annually as the Board shall decide.

# ARTICLE XVII

## NOTICES

Section 17.1 Bulletin Board. A Bulletin Board shall be provided and maintained at such conspicuous place on the Club premises as the Board may determine upon which general notices shall be posted as provided for in these By-Laws or as determined by the Board.

Section 17.2 Mail Address. Each member must in writing notify the Club office of their ~~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.

Section 17.3 Sending of Notices. Whenever any notice is provided to be given to any member or members of the Club, other 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 XVIII

## LIQUIDATION

Section 18.1 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 distributed among the voting members.

# ARTICLE XIX

## AMENDMENTS

Section 19.1 Procedure. These By-Laws may be amended:

(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, 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 voting membership.

Section 19.2 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 19.3 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 19.4 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.