

KEAUHOU-KONA MEN'S GOLF CLUB

**P.O. BOX 390284
KAILUA-KONA, HI 96739**

Constitution and By-laws

Section 1. Name

ARTICLE I

The name of this Club shall be the Keauhou-Kona Men's Golf Club, a non-profit corporation.

Section 2. Headquarters

The headquarters of the Club shall be at the Kona Country Club, County of Hawaii, or at such other place as the Membership may designate.

ARTICLE II

Section 1. Purposes

1. To foster, promote, encourage and create interest in the practice and enjoyment of the game of golf.
2. To organize, promote and direct weekly golf competition among the members of the Club at the Kona Country Club and at other sites selected by the Tournament Chairman.
3. To make possible the qualification and participation of its amateur members in golf tournaments by following the rules and regulations of the United States Golf Association including the USGA Handicapping System.

ARTICLE III

Section 1. Board of Directors

A Board of Directors composed of seven (7) members, which includes four (4) officers, shall govern the affairs of the corporation. All members of the Board shall be in good standing as members of the Keauhou-Kona Men's Golf Club.

Section 2. Board Powers

The Board of Directors shall have the power to conduct manage and control the affairs and business of the corporation and to make rules and regulations in accordance with the laws of the State of Hawaii, the Articles of Incorporation and the By-laws of the corporation.

Section 3. Annual Meeting

The Annual Meeting of members will be held no later than December 20 of each year. Fifty one percent (51 %) of the members present or by proxy will determine a quorum.

Section 4. Nominating Committee

At least fifteen (15) days prior to the date of the Annual Meeting, the President of the Club shall appoint a Chairman of the Nominating Committee. The Nominating Committee shall nominate from the active roster, a slate of prospective Board Members. These nominations will be made known in writing to each club member prior to the election held at the Annual Meeting. Additional nominations may be made from the floor.

Section 5. Elections

Directors will be elected at the Annual Meeting of Members by a majority of those members present or by proxy. Upon election, the Board Members shall serve a term of two (2) years, except at the first regular meeting held after this revision of the By-laws is adopted, for (4) directors shall be elected for terms of one (1) year and three (3) directors shall be elected for terms of two (2) years. Elections shall be made by secret ballot, unless waived by a majority of the members present. A majority of those present or by proxy will determine the outcome of the election. In the event there is no candidate with a majority of the quorum after the first vote is taken, a run-off election shall be conducted in accordance with Robert's Rules of Order, Revised.

Section 6. Officers

The officers of this corporation shall be a President, Vice-president, Secretary and Treasurer. The Board may appoint such other officers as in its judgment may be necessary.

Section 7. Board Meetings

An organizational meeting of the Board of Directors shall be held as soon as possible after the Annual Meeting of Members. At this meeting the Board shall elect the officers of the Club for the ensuing year. The Board of Directors shall meet at the call of the president or at the call of at least four (4) Board Members, to transact the necessary business of the Club. The presence of the four (4) directors shall constitute a quorum for any meeting.

Section 8. Membership Meetings

Regular and special meetings of the Membership will be held at the pleasure of the President. All members must be given advance notice of any proposed membership meeting. Unless specified differently in some other section of these by-laws, a simple majority of those present or by proxy will govern the outcome of matters taken to a vote.

Section 9. Vacancies

If a director, at any time after his election, resigns, or otherwise does not complete his term of office, the remaining directors shall at any duly announce meeting of the Board, appoint a qualified club member as a replacement until the next Annual Meeting of the Membership.

Section 10. Corporation Status

Club is a nonprofit corporation, 501 (C) (7) social and recreation golf club and as such, is exempt from federal income tax. (Revised Dec. 15, 2007)

Article IV

Section 1. President

The President shall preside at all regular and special meetings of the Board of Directors and the general membership. He is the chief Executive Officer and, subject to the control of the Board, shall exercise general supervision and direction of the Club. He will affix his signature to papers and instruments that may require it. He shall deliver an oral or written report to the membership at its Annual Meeting. The President shall be an ex-officio member of all committees.

Section 2. Vice President

In the absence of the President, the Vice-president shall preside at all meetings of the Club and, with the approval of the Board of Directors, shall perform all the duties of the President. If both the President and Vice-president are absent from any meeting, the Secretary shall call the meeting to order and a temporary chairman for the meeting shall be elected by a majority vote of those present.

Section 3. Secretary

The Secretary shall keep the full and complete records of the Club and record and maintain minutes of all regular and special meetings of the Membership and the Board of Directors. He shall perform any other duties incident to the office of Secretary.

Section 4. Treasurer

The Treasurer shall maintain and keep the financial records and books of accounts of the Club. He shall deposit all moneys in the Club's bank account. He shall dispense funds as authorized and directed by the Board of Directors. He shall be responsible for filing the annual registration fee with the Department of Commerce and Consumer Affairs, State of Hawaii. He shall prepare an annual budget for consideration by the Board of Directors. He shall prepare a financial report for the current year to be presented at each regular Board meeting and at the Annual Meeting of Members. (Revised Dec. 15, 2007)

Section 5. Auditing Committee

An auditing committee will may be appointed by the President to make an annual audit of the books and records of the Treasurer. The Committee will make a report thereon at the annual Membership Meeting of the Club. Neither the President nor the Treasurer may serve on this committee.

Section 6. Authorized Signatures

All checks drawn on the Club account must be signed by either the Treasurer or the President.

Article V

Section 1. New Member Eligibility

Subject to the provisions of these By-laws, and subject to the eligibility requirements listed below, any male of good moral character is eligible for membership provided that:

- A. He is 21 years of age or older.
- B. He maintains a residence in the County of Hawaii.
- C. He has a handicap of 30 or less, as established under the USGA Handicap System.
- D. He is sponsored by at least one active club member.
- E. He has completed a new-member application accompanied by the appropriate initiation fee and dues.

Section 2. New Member Acceptance

The new member application will be submitted to the Membership Chairman, who will coordinate with the Tournament Chairman to see that the new applicant plays up to three (3) complete rounds with three (3) different Board members.

The Board of Directors will vote on all applicants and at least two-third' s (2/3) vote of all Board Members is required for acceptance.

Section 3. Application of By-laws

Each member must conform to and abide by these By-laws, including all amendments and changes thereto, as well as the rules and regulations of the Kona Country Club.

Section 4. Nontransferable

Membership in the Club is not transferable.

Section 5. Termination of Rights

A member who resigns or is expelled from the Club forfeits all rights as a member.

Section 6. Expulsion of a Member

By a unanimous vote of the Board of Directors, a member may be expelled from the Club for:

- A. Failure to conduct himself in an honorable fashion.
- B. For conduct detrimental to the interests of the Club or the Kona Country Club.
- C. For a breach of the By-laws or regulations of the Club.

Should the member to be expelled also be a member of the Board of Directors, the unanimous vote of the remaining Board members is required.

Section 7. Membership Limit

The regular membership shall be limited to 100 male persons (excluding honorary members) who are in good standing. (Revised Dec. 15, 2007)

Section 8. Honorary Members

The Board of Directors may designate deserving persons as Honorary Members of the Club. Honorary Members will be in name only and will carry no playing or voting privileges.

Section 9. Handicap Allowed

No member will play in any Club tournament to a handicap greater than thirty (30), regardless of the handicap as reported by The USGA Handicap System.

Article VI

Section 1. Amounts

An initiation fee of seventy-five dollars (\$75.00) plus the dues as set by the Board are payable at the time of application of a new member.

Section 2. Payment of Annual Dues

Annual dues are payable by January 1 of each year. If any member fails to pay his annual dues by this date, he shall immediately cease to be a member of the Club and shall immediately be deprived of all membership privileges. However, on good cause and payment of delinquent dues, the Board of Directors shall have the authority to restore him to membership in full standing. Any person who has not been a member in good standing for a period of one calendar year or more and wishes to rejoin the Club must apply for membership as a new member under the rules of Articles V and VI.

Section 3 Hole-in one Award

Hole-in-one award shall be determined as five dollars (\$5.00) per member multiplied by the total regular membership during club scheduled tournaments. (Added December 15, 2007)

Article VII

Section 1. Committees and Appointments

The standing committees of the Club shall be Handicap, Membership, Publicity, and Tournament. The President, with approval of majority of the Board, shall appoint the Chairmen of the standing committees and any other committees necessary to carry out the activities of the Club. These Chairmen in turn will select additional members as required.

Section 2. Handicap Committee

The Handicap Committee shall:

- A. Assist new-member applicants in procuring current USGA handicaps.
- B. Make sure each member has received a current USGA handicap card prior to being allowed to play in a Club tournament.
- C. Post the current list of USGA handicap indexes for all members.
- D. Have the authority to adjust a member's handicap prior to any Club tournament.
- E. Carry out other responsibilities as defined by The USGA Handicap System.

Section 3. Membership Committee

The Membership Committee will be responsible for:

- A. Recruiting prospective members in order to maintain the maximum allowable numbers of members in accordance with the rules set out by these By-laws.
- B. Processing all new member applications.
- C. Maintaining a roster of all current members.
- D. Publishing once each year a membership roster.

Section 4. Publicity Committee

The Publicity Committee shall:

- A. Prepare and disseminate Club information and activities to the media.

Section 5. Tournament Committee

The Tournament Committee shall:

- A. Promote participation in tournaments.
- B. Make pairings and publish a schedule for all weekly tournaments.
- C. Publish rules for tournament play.
- D. Settle all disputes concerning tournament play.
- E. Submit all tournament results to the Publicity Chairman and Handicap Chairman.

Article VIII

Section 1. Concerns

All concerns from members that are directed to the Board of Directors must be **in** writing and signed by the concerned member.

Section 2. Guests

Members will be limited to one (1) guest per tournament. A guest shall play with the inviting member unless designated by the Tournament Chairman.

Article IX

Section 1. Rules of Order

Roberts Rules of Order, Revised shall be the authority on all questions of procedure not covered by these By-laws.

Article X

Section 1. Amending By-Laws

The provisions of these by-laws may be amended at any meeting of the members present by a two-thirds (2/3) majority vote, provided a notice of the meeting and proposed amendments shall have been sent to the members at least fourteen (14) days prior to the date of the meeting. Establishment of a quorum and vote may be made by proxy.

Article XI

Section 1. Termination of the Club

Upon termination of this corporation, any assets, which it may possess, shall be deposited to the Hawaii United Island Fund (United Way) of the County of Hawaii for charity purposes.

Amendments

1. Tournament Rules. (Passed 3/27/99)

A. Commencing in the year 2000 and subsequently, the club championship will be a 54- hole event commencing on the second Saturday of February. The player with the lowest gross score over 54 holes will be declared the Club Champion.

B. Commencing in the year 2000 and subsequently, the Presidents Cup will commence on the first Saturday in November.

1. **Article VI Section 1.** Amounts and, Section 2. Proration of dues revised effective in the year 2007. (Dec. 9, 2006)

2. **Article 1 V Section 4 Hole-in one Insurance** to read as follows. Hole-in-one insurance shall be determined as five dollars (\$5.00) per member multiplied by the total regular membership during club scheduled tournaments. The motion was seconded and the voice vote was unanimously in favor. (Dec. 15,2007)

3. **Article V Section 7** - Membership Limit had been deleted in 1999. Revised Dec.15, 2007 to read: The regular membership shall be limited to 100 male persons (excluding Honorary members) who are in good standing. (Dec. 15,2007)

4. **Article VI Section 2.** - Proration of dues revised Dec. 15, 2007 to read: If membership is approved between January 2 and March 31, the full amount of the annual dues is due. This amount approved by membership 12/09/2006 to be One Hundred Fifty Dollars (\$150.00). (Dec. 15,2007)

5. **Article III Section 10. Corporation Status** - Change the by-laws to read, "Club is a nonprofit corporation, 501 (C) (7) social and recreation golf club and as such, is exempt from federal income tax." This amendment was proposed by Ollie Olinger and was passed unanimously by a voice vote of the membership. (Dec. 15, 2007)

6. **Article IV Section 4. Treasurer** - Ollie Olinger moved that the wording of this section be revised to correctly reflect the responsibilities of the treasurer. This article to read as follows: The Treasurer shall maintain and keep the financial records and books of accounts of the Club. He shall deposit all moneys in the Club's bank account. He shall dispense funds as authorized and directed by the Board of Directors. He shall be responsible for filing the annual registration fee with the Department of Commerce and Consumer Affairs, State of Hawaii. He shall prepare an annual budget for consideration by the Board of Directors. He shall prepare a financial report for the current year to be presented at each regular Board meeting and at the Annual Meeting of Members." This change to the by-laws was approved unanimously by voice vote of the membership. (Dec. 15, 2007)

7. Amendments August 29, 2009 per attached recommendations approved by unanimous vote by the members attending the membership meeting and by proxy votes.

KKMGC Bylaws Review and Recommended Changes by the KKMGC Board of Directors

Article II, Section 1. Purposes, Paragraph 2.

Currently reads "To organize, promote and direct weekly golf competition among the members of the Club at the Kona Country Club and at other sites selected by the Tournament Committee."

Recommended Change to read "To organize, promote and direct weekly golf competition among the members of the Club at the Kona Country Club and at other sites selected by the Tournament **Chairman**."

Discussion: The Tournament Chairman would be responsible for bringing the ideas for competitions to the Board for approval. Any proposals for competitions or sites should be should be submitted to the Tournament Chairman for consideration, presentation to the Board for planning and scheduling.

Article III, Section 4 Nominating Committee

Currently reads "At least thirty (30) days prior to the date of the Annual Meeting, the President of the Club shall appoint a Chairman of the Nominating Committee. The Nominating Committee shall nominate from the active roster, a slate of prospective Board Members. These nominations will be made known in writing to each club member prior to the election held at the Annual Meeting. Additional nominations may be made from the floor."

Recommended Change to read "At least **fifteen (15)** days prior to the date of the Annual Meeting, the President of the Club shall appoint a Chairman of the Nominating Committee. The Nominating Committee shall nominate from the active roster, a slate of prospective Board Members. These nominations will be made known in writing to each club member prior to the election held at the Annual Meeting. Additional nominations may be made from the floor."

Discussion: The time required to contact the membership to disseminate information is greatly reduced with the internet and e-mail. The Board recommends reducing the timeline to 15 (fifteen) days.

Article III, Section 8. Membership Meetings

Currently reads "Regular and special meetings of the Membership will be held at the pleasure of the President. All members must be given notice of any proposed membership meeting. Unless specified differently in some other section of these bylaws, a simple majority of those present or by proxy will govern the outcome of

matters taken to a vote. Fifty one percent (51 %) of the total membership will constitute a quorum for any such membership meeting."

Discussion: The voting for a meeting as described in the last two sentences is conflicting. The KKMGC Board recommends deleting the last sentence "Fifty one percent (51 %) of the total membership will constitute a quorum for any such membership meeting." This would leave "Unless specified otherwise in some other section of these by-laws, a simple majority of those present or by proxy will govern the outcome of matters taken to a vote."

Article IV, Section 5, Auditing Committee

Currently reads "An auditing committee will be appointed by the President to make an annual audit of the books and records of the Treasurer. The Committee will make a report thereon at the annual Membership Meeting of the Club. Neither the President nor the Treasurer may serve on this committee.

Recommended Change to read "An auditing committee **may** be appointed by the President to make an annual audit of the books and records of the Treasurer. The Committee will make a report thereon at the annual Membership Meeting of the Club. Neither the President nor the Treasurer may serve on this committee.

Discussion: This has not been done over the past several years. Reports to the membership have been made annually and no problems have occurred. This gives the President the discretion to have an audit if he feels it necessary. Such occurrences as a change in the office of treasurer could be cause to appoint an auditing committee.

Article V Section 1. New Member Eligibility,

Currently reads "Subject to the provisions of these By-laws, and subject to the eligibility requirements listed below, any resident male of good moral character is eligible for membership provided that:"

Recommended Change to read "Subject to the provisions of these By-laws, and subject to the eligibility requirements listed below, **any male** of good moral character is eligible for membership provided that:

Discussion: Membership has not been held only to resident males. The club has approved membership for men that did not maintain a residence in Hawaii. As this has been the practice the resident requirement should be eliminated.

Article V Section 1. New Member Eligibility, Paragraph B

Currently reads "He maintains a residence in the County of Hawaii

Recommended Change to read "Eliminate Paragraph B entirely"

Discussion: See Article V Section 1 above.

Article V, Section 2 Paragraph 1

Currently reads "The new member application will be submitted to the Membership Chairman, who will coordinate with the Tournament Chairman to see that the new applicant plays up to three (3) complete rounds with three (3) different members. These members will submit their evaluation to the Membership Chairman, who will make a recommendation for membership to the Board of Directors.

Recommended Change to read" The new member application will be submitted to the Membership Chairman, who will coordinate with the Tournament Chairman to see that the new applicant plays up to three (3) complete rounds with three (3) different Board members. Delete the sentence (These members will submit their evaluation to the Membership Chairman, who will make a recommendation for membership to the Board of Directors.)

Discussion: By having the applicants play with Board members the application can be handled expeditiously at regularly scheduled Board meetings.

Article V, Section 9

This section was deleted on December 4, 1999. Eliminate Section 9 and change Section 10 Handicap Allowed to be Section 9 Handicap Allowed. Currently reads "Section 10. Handicap Allowed

Recommended Change to read "Section 9. Handicap Allowed

Discussion: Section 9 was deleted at the membership meeting on December 4, 1999. This would put the numbering of section in order.

Article VI, Section 1, Amounts

Currently reads "An initiation fee of seventy-five dollars (\$75.00) plus the dues as set forth in Section 2 are payable at the time of application of a new member."

Recommended change to read "An initiation fee of seventy-five dollars (\$75.00) plus the dues as set by the Board are payable at the time of application of a new member.

Article VI, Section 2. Proration of Dues

Currently reads:

The annual dues as set by the Board of Directors may be prorated for new member-applicants as follows:

- A. If membership is approved between January 2 and March 31, the full amount of the annual dues is due. This amount approved by membership 12/0912006 to be One Hundred Fifty Dollars (\$150.00). (Revised Dec. 15,2007)
- B. If membership is approved between April 1 and June 30, the annual dues will be reduced by thirty-five dollars. (\$35.00).
- C. If membership is approved between July 1 and September 30, the annual dues will be reduced by seventy dollars. (\$70.00).
- D. If membership is approved between October 1 and December 31, the annual dues will be reduced by one hundred-five dollars (\$105.00).

Eliminate Article VI, Section 2. There will be now proration of dues.

Discussion: The full amount of dues (\$150) should be paid at any time of joining. The current proration of dues is causing a gradual drain of the KKMGC treasury as it allows late joining members to attend the members' banquet at basically no cost where other members have paid for the banquet when paying the full dues amount.

Article VI, Section 3

Currently reads "Annual dues are payable by January 1 of each year, or as the date set by the Board of Directors." If any member fails to pay his annual dues by this date, he shall immediately cease to be a member of the Club and shall be deprived of all membership privileges.

Recommended change to read "Annual dues are payable by January 1 of each year. If any member fails to pay his annual dues by this date, he shall immediately cease to be a member of the Club and shall be **immediately** deprived of all membership privileges.

Discussion: Any person that fails to pay their annual dues should immediately be deprived of any and all privileges extended to the members.

Article VI, Section 4

Currently reads "Hole-in-one insurance"

Recommended change to read "Hole-in-one **award**"

Discussion: As a Hole-in-one insurance policy is not purchased the wording should be revised to be a Hole-in-one award.

Article VII, Section 3, Membership Committee Item E

Currently reads "Submitting a report to the Board at each regular meeting."

Recommended to Delete Item E in its entirety.

Discussion: The Board has been meeting regularly and the only time a membership item is required is when a new member is voted upon, a member resigns or disciplinary action is required.

Article VII, Section 4. Publicity Committee

Item B. currently reads "Prepare and deliver a monthly newsletter to all members."

Item C. currently reads "Submit a report to the Board at each regular meeting."

Recommended Item B and C be deleted in their entirety.

Discussion: Item B had not been accomplished for some time. The current secretary has been sending out a bimonthly newsletter and special bulletins as required. Item C is not required with our regularly scheduled Board meetings and would be submitted on an as required basis.

Article VII Section 5. Tournament Committee

Item A currently reads "Submit an annual tournament budget for approval by the Board"

Item G. currently reads "Submit a report to the Board at each regular meeting."

Recommended that Item A and G be deleted in their entirety. The remaining items be revised to reflect Items A through E.

Discussion: The Tournament Committee presents the proposed budget to the Board and Treasurer when planning the tournament. At that time the Board can determine if adequate funds exist in the treasury or what part of the tournament funding can be paid from the treasury and what additional entry funds will be required from the entrants for the tournament.