

KEAUHOU-KONA MEN'S GOLF CLUB

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

Constitution and By-laws

ARTICLE I

Section 1. Name

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 announced 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 disburse 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.

