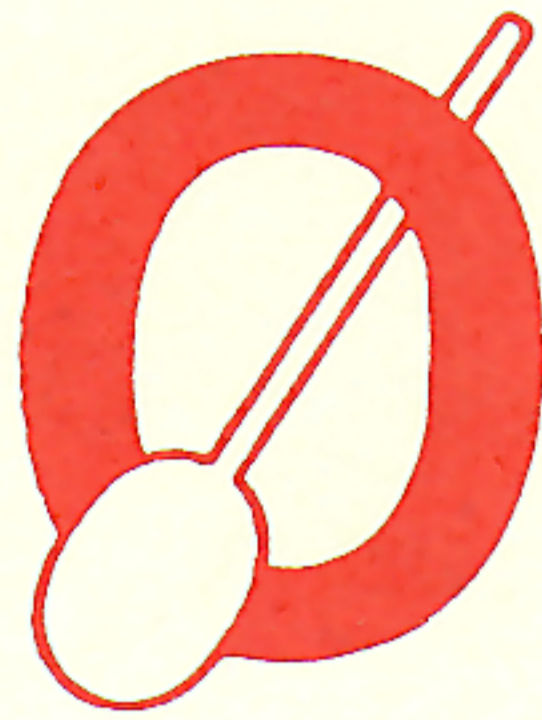


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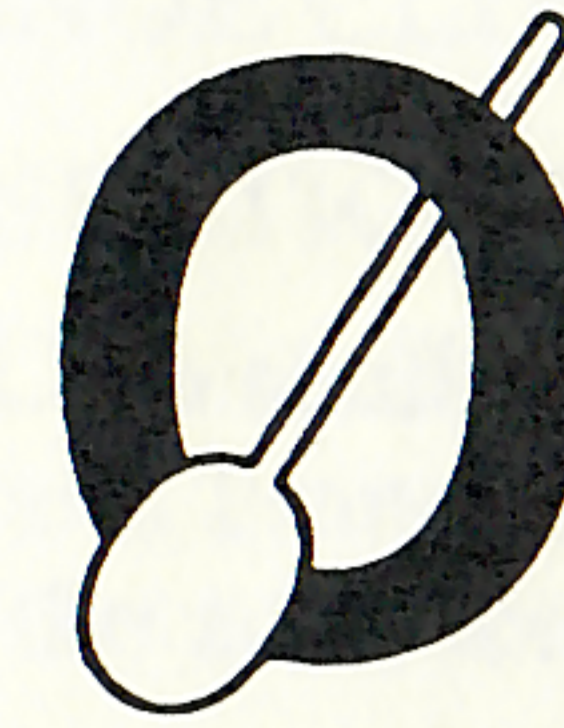


OUTRIGGER CANOE CLUB

**2909 KALAKAUA AVENUE
HONOLULU, HAWAII 96815**

REVISED AS OF FEBRUARY 29, 1988

BYLAWS



OUTRIGGER CANOE CLUB

2909 KALAKAUA AVENUE
HONOLULU, HAWAII 96815

Originally adopted at a special meeting of the members July 28, 1939, and amended thereafter at annual and special meetings on the following dates:

- | | |
|--------------|-------------------|
| (1) Annual | February 28, 1945 |
| (2) Special | November 22, 1957 |
| (3) Annual | February 26, 1960 |
| (4) Annual | February 28, 1964 |
| (5) Special | July 23, 1964 |
| (6) Annual | February 28, 1965 |
| (7) Annual | February 24, 1967 |
| (8) Annual | February 23, 1968 |
| (9) Annual | February 22, 1971 |
| (10) Annual | February 26, 1973 |
| (11) Annual | February 25, 1974 |
| (12) Annual | February 28, 1977 |
| (13) Annual | February 25, 1980 |
| (14) Annual | February 23, 1981 |
| (15) Special | May 21, 1981 |
| (16) Annual | February 27, 1984 |
| (17) Annual | February 25, 1985 |
| (18) Annual | February 29, 1988 |

The numbers in parentheses after certain section numbers of these Bylaws denote the foregoing dates of amendment.

BYLAWS OF OUTRIGGER CANOE CLUB

SECTION 1

Name. The name of the Corporation, hereinafter referred to as the "Club," shall be the OUTRIGGER CANOE CLUB.

SECTION 2

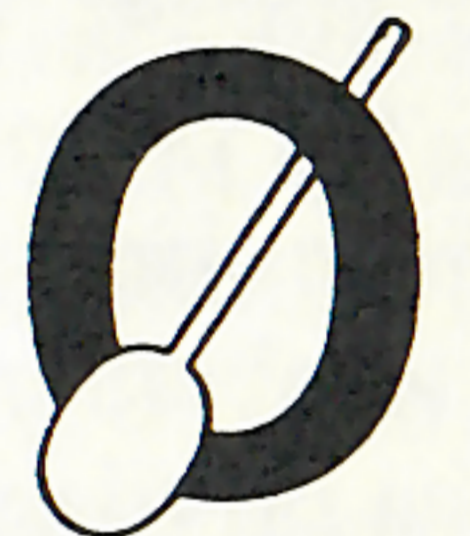
Purposes. The purposes of the Club shall be the promotion of athletic sports and activities in all their forms and branches, the cultivation of social intercourse among its members and the advancement of learning and of arts and sciences.

SECTION 3 (16)

Colors. The Club colors are crimson and white.

SECTION 4 (5) (16)

Emblem and Flag. The Club emblem is a crimson "O" crossed with a white paddle outlined in the style and shape herewith. The flag is a white burgee bearing the emblem.



SECTION 5

Seal. The Club shall have a seal consisting of a circle having on its circumference the words "Outrigger Canoe Club—Incorporated September 5, 1930."

Board of Directors

SECTION 6 (1) (2) (3) (9) (13) (16) (17)

Composition and Term. The Board of Directors shall consist of thirteen members elected from classes of membership entitled to vote. Members of the Board shall be elected to serve for two years. No member shall be elected to the Board of Directors for more than three successive terms, but may serve for more than three terms which are not successive.

At the annual meeting of the Club to be held in February, 1986, of the eight members elected to the Board, the two electees receiving the lowest number of votes shall serve one-year terms. All others shall serve two-year terms. Henceforth, seven members shall be elected to the Board in odd-numbered years and six members in even-numbered years; all for two-year terms.

Vacancies and Removals. Should a vacancy occur in any office of the Club or on the Board of Directors, the Board of Directors or the remaining members thereof by majority vote may appoint a successor to fill the vacancy to serve for the unexpired term so vacated, subject to the right of the members to displace such appointee and to fill the vacancy at any subsequent meeting. Any Director may be removed and his successor elected at any annual meeting, or at any special meeting called for the purpose by vote of two-thirds of the members present in person or by proxy at said meeting.

SECTION 7 (1) (12)

Powers of the Board of Directors. Except as otherwise provided in the charter or the Bylaws, all the corporate powers of the Club shall be vested in the Board of Directors. In furtherance thereof, and in addition to all the powers in them vested or implied by any provision of these Bylaws, the Board shall have power:

- (a) To appoint and control and at pleasure remove (without cause except in the case of the elected officers) any officers, agents and employees, and to allow such compensation for their services as to the Board shall seem proper.
- (b) To appoint or authorize the appointment of such standing and other committees as these Bylaws may authorize and as to the Board shall seem proper for carrying on the activities of the Club or for the conduct of its business or affairs, and to define their jurisdiction, duties and powers, provided that all committees shall be subject at all times to the control of the Board and be subject to change at the pleasure of the Board.
- (c) To make and enforce rules not inconsistent with these Bylaws, regulating from time to time the affairs and conduct of the Club, and the conduct of its members in connection with the Club, and of other persons admitted to any of the privileges of the Club or within its precincts; and to give effect to such rules of committees as shall meet with the approval of the Board; all as in the judgment of the Board shall seem advisable from time to time.
- (d) To determine and govern all matters affecting finances, discipline, decorum and harmony.
- (e) To make and authorize expenditures, and the purchase of supplies or personal property for the Club or for the use of accommodation of its members.
- (f) To incur such special indebtedness as they deem necessary not exceeding Fifty Thousand Dollars (\$50,000) in any one year.
- (g) To call special meetings of the members to consider specified subjects.
- (h) To censure, suspend, request and enforce the resignation of or expel any member who shall be found guilty of any offense against any Bylaw, rule or regulation of the Club, and to drop from membership or expel any member for nonpayment of any indebtedness to the Club; and also to suspend or withdraw the privileges of the Club from any person admitted thereto for any like cause.

SECTION 8 (1) (4) (6) (9) (18)

Nominations of Directors. There shall be a Nominating Committee approved by the Board of Directors which shall nominate any number of members it deems proper for election to the Board of Directors. The Nominating Committee shall, not less than seven weeks prior to the Annual Meeting of Club, designate and post on the Club bulletin board the names of the candidates nominated for election by the Nominating Committee. Additional candidates for election may be nominated by a petition signed by 35 voting members and delivered to the Club, addressed to the Secretary thereof, not later than five weeks prior to

the Annual Meeting. It shall be the duty of the Secretary to cause the names of the candidates so nominated to be posted forthwith and to be included on the official ballot.

bulletin

SECTION 9 (1) (6) (18)

Elections. All elections of Directors shall be by written ballot mailed or delivered by the members entitled to vote to the Committee of Judges of Election not later than six o'clock p.m. on the day preceding the annual meeting of the members of the Club, unless the Board of Directors shall, prior to said annual meeting, fix or prescribe a different hour or date for the closing of the ballot, in which case the hour and date so fixed shall govern. The election shall be conducted by the Committee of Judges of Election appointed by the Board of Directors who shall, not less than three weeks before the date of the closing of the ballot, prepare the official ballot containing the list of all candidates designated by the Nominating Committee, and by members of the Club as provided in the Bylaws. The Secretary shall mail the official ballot to all members with the notice of the annual meeting. The report of the Committee of Judges of Election shall be made in writing at the annual meeting or at any adjournment thereof. The method of balloting shall be in accordance with such rules as shall be adopted by the Committee of Judges of Election and such election shall be conducted in such manner as to insure and preserve the secrecy of the ballot.

Officers

SECTION 10 (8)

List of Officers. The officers of the club shall consist of a President, not more than two Vice Presidents, A Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer, elected annually immediately following the annual meeting by the Board of Directors from the members thereof, and such other officers as said board may by resolution appoint from the members of the club.

Combination. Any office except that of President may be combined with any other office.

SECTION 11 (9)

President. The President shall preside over all meetings of the members and directors, shall sign all contracts and other instruments in writing, and shall perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors.

SECTION 12 (8) (9)

Vice Presidents. The Vice President designated by the Board shall perform the duties and possess the powers of the President in case of his absence, inability, or refusal to act. Both Vice Presidents shall perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors.

SECTION 13

Secretary. The Secretary shall keep a complete record of all meetings of the Directors and members, shall keep the Club seal and stamp all documents requiring the same therewith, shall serve all notices required by these Bylaws and shall perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors.

SECTION 14 (4) (9)

Treasurer. The Treasurer shall have custody of all Club funds and shall submit to the Board of Directors and to the members periodic reports on the financial condition of the Club and shall perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors.

General Manager

SECTION 15

General Manager. A General Manager shall be appointed by the Board of Directors for such term and at such compensation as the Board may decide. Such Manager shall be charged with the active management of the Club, including the hiring, discharging and supervising of employees, the purchase of supplies and equipment, the preparation and maintenance of an accurate inventory of Club property, including its location and approximate value, the keeping of books showing a complete account of receipts, disbursements and amounts owing to or by the Club, the rendering of regular statements to each member of his account, the rendering of monthly accounts to the Board of Directors of his management and the condition of the Club (including the membership by classes and changes therein, a detailed classification of receipts and disbursements and any other necessary information) together with any recommendations with respect thereto, and shall be charged with the maintenance of order on the Club premises and the performance of such other duties as may be required by resolution of the Board of Directors. The General Manager shall only be subject to control of the Board of Directors or Executive Committee acting as such.

Auditor

SECTION 16 (9)

Auditor. An auditor, neither a director or officer of the Club, shall be appointed annually by the Board of Directors. He shall annually, and at such other times as required by the Board, examine the books and accounts of the Club and report thereon.

Committees

SECTION 17 (3) (4) (9) (11)

List of Committees. An Admissions and Membership, Athletic, Buildings and Grounds, House, Entertainment, Executive, Historical, Nominating, Public

Relations Committee, and such other committees as the Board of Directors may by resolution require, shall be appointed by the President, subject to the approval of the Board.

SECTION 18 (3) (4) (9) (14)

Executive Committee. An Executive Committee composed of five directors consisting of the President, both Vice Presidents, Secretary and Treasurer, or in the absence of any of the foregoing, the Assistant Secretary and Assistant Treasurer and such other directors as may be appointed by the President, from time to time, subject to the approval of the Board, shall function during intervals between meetings of the Board and shall possess such powers of the Board as shall from time to time be conferred upon said Committee by the Board.

SECTION 19 (4)

Buildings and Grounds Committee. A Building and Grounds Committee composed of not less than three members shall assist the General Manager and the Board of Directors in the maintenance and improvement of the Club's buildings and grounds and shall perform such other duties as may be required by resolution of the Board of Directors.

SECTION 20 (6) (9)

Admissions and Membership Committee. An Admissions and Membership Committee composed of not less than five voting members, none of whom shall be officers or directors, shall investigate and accept or reject all applications for membership, and shall deal with other matters pertaining to membership.

SECTION 21 (4)

House Committee. A House Committee composed of not less than five members shall assist the General Manager and the Board of Directors in the operation of the Club and shall perform such other duties as may be required by resolution of the Board of Directors.

SECTION 22 (4)

Entertainment Committee. An Entertainment Committee composed of not less than three members shall have charge of the social affairs of the Club.

SECTION 23 (4)

Athletic Committee. An Athletic Committee composed of not less than five members shall have charge of all athletic sports and events.

SECTION 24 (4) (9) (18)

Nominating Committee. A Nominating Committee composed of not less than five voting members, appointed at least ten weeks before each election of directors, shall nominate persons for election to the Board of Directors.

SECTION 25 (11)

Public Relations Committee. A Public Relations Committee composed of not less than five members shall publicize the achievements of the Club and its activities, assist the General Manager and the Board of Directors, supervise publication of the Club's house organ, and perform such other duties as may be required by resolution of the Board of Directors.

SECTION 26 (11)

Historical Committee. An Historical Committee composed of not less than three members shall record the history of the Club and the activities of its members, preserve and restore the Club's trophies and memorabilia, preserve and perpetuate the philosophy and traditions of the Club.

Membership

SECTION 27 (4) (6) (7) (9) (10) (11) (12) (16) (18)

Classes of Membership. Classes of membership and qualifications for eligibility as members therein shall be as follows:

Senior. Persons who have been members in classes other than Service, Nonresident or Special, for an aggregate period of 25 years or more and who are 65 or more years of age, or who have been members for 40 years or more and are 60 or more years of age.

Regular. Persons 30 or more years of age.

Intermediate. Persons 18 thru 29 years of age.

Associate. Spouses of Senior, Regular, Life, Intermediate members and/or persons 18 thru 25 years of age who are not married and who are:

1. Full-time students attending an accredited school or college;
2. On active military duty in a noncommissioned status during such period of duty.

Junior. Persons from 10 thru 17 years of age.

Nonresident-A (NR-A). Persons who do not reside on the island of Oahu for a cumulative period of six months during any 12 consecutive months.

Nonresident-B (NR-B). Persons eligible for NR-A membership who also are members of clubs having reciprocal agreements with the OUTRIGGER CANOE CLUB.

Nonresident-C (NR-C). Persons eligible for NR-A membership and sponsored by qualified Club members.

Service. Commissioned officers of the armed services and government officials of the United States of America while temporary stationed in the State of Hawaii.

Life. Persons who have been Regular members and who have been recommended for Life membership by the Board of Directors and approved at a general membership meeting.

Honorary. Persons noted for outstanding achievements or service.

Special. Persons who would make a special contribution to the Club and who would otherwise not be available for membership, may be admitted for a term of one year or less following written application and recommendation by the Admissions and Membership Committee and approval of the Board of Directors.

Admission to Membership

SECTION 28 (4) (6) (8) (9) (10) (11) (13) (16)

General Admission of Members. Applications for all Club memberships except Senior, Honorary, and Nonresident-B and Nonresident-C classes of membership shall be made upon a printed application form approved by the Admissions and Membership Committee, which shall be signed by the applicant and by two sponsors who have been voting members of the Club for at least three years. Neither sponsor shall be a director, officer, member of said Committee, parent or close relative of the applicant. The application shall be forwarded to said Committee which shall cause the applicant's name to be posted for at least 30 days on the Club bulletin board and circulated to the membership at least 30 days prior to action by said Committee. Any member may, during said 30 days, protest the admission of the applicant to any member of said Committee. The source of any such protest shall not be revealed. Applications shall be dealt with individually and shall be accepted or rejected by a majority vote of the Committee, subject to final approval by the Board of Directors.

Notification of Election or Rejection. The Secretary shall notify an applicant of his election, or his proposer if he is not elected, and no applicant, failing of election, shall be eligible to reapply for membership until the expiration of one year from the rejection of his application.

Honorary. Honorary members shall be admitted by invitation on the unanimous vote of the Board of Directors for one year terms renewable by said Board.

Special. Special members shall be admitted following written application on a majority vote of the Board of Directors for terms of one year or less renewable at the option of the Board.

Nonresident-B (NR-B). NR-B applicants may be admitted to membership for two weeks in a 12 month period upon presentation of current membership card and introductory credentials from the management of a club with which the Outrigger Canoe Club has a current reciprocal privileges agreement.

Nonresident-C (NR-C). NR-C applicants may be admitted to membership for two weeks in a 12 month period by the issuance of a membership card by the General Manager on application by active members in good standing (except Junior, NR-B and NR-C members).

Extensions. Prior to expiration of membership, NR-B and NR-C members

may apply for extensions of no more than 10 weeks with prior approval of the Admissions and Membership Committee, and also the Club member-sponsor in the case of an NRC-C member.

Residency Requirement. In order to be approved for membership an applicant must have been a bona fide resident of the State of Hawaii for a period of one year, however, the Board of Directors has the authority to adjust this residency requirement from a minimum of one year to a maximum of three years, except for Nonresident and Service applicants.

Rights, Privileges and Restrictions

SECTION 29 (4) (9) (18)

Eligibility for Election, Voting Rights, Proxies. Only Senior, Regular, Life and Intermediate members shall have the right to vote and the right to be represented at any meeting of the club by written proxy filed with the Secretary of the Club, or the secretary of the meeting at which such right is desired. Such proxy shall be valid for 11 months unless limited by its terms or revoked in writing. Revocation must be filed with the Secretary of the Club or the secretary of any meeting thereof.

Restrictions. Only members in active status and in good standing are entitled to the rights and privileges granted by these Bylaws.

SECTION 30 (9)

Children. Members' children under 10 years of age may be regularly admitted to the Club premises but only when accompanied by and under the effective supervision of an adult member.

SECTION 31 (4) (6) (9) (10)

Guests and Restriction Thereon. Any member may bring guests to the Club, provided that no such guests are persona non grata. Any person shall be persona non grata who has had his membership terminated for cause, been expelled from the Club or been so declared by the Board of Directors; and such status shall continue unless rescinded by the Board of Directors. No guests shall visit the Club more than two days in any one month without written approval of the General Manager, provided, however, that this limitation shall not apply to spouses of members or ladies and gentlemen of single men and women members, respectively. All guests shall be registered upon entering the Club premises and, except for spouses of members holding valid Special Guest Cards, shall be accompanied by their hosts and shall not incur any indebtedness to the Club.

SECTION 32

Change of Address. Each member shall immediately notify the Secretary of a change in address.

SECTION 33

Membership Card. Each member shall be furnished with a nontransferable membership card bearing his name and membership number and shall exhibit the same on the request of any authorized employee.

SECTION 34

Indebtedness. Each member shall sign his name and his number when incurring any indebtedness to the Club and under no circumstances permit another to sign his name or number.

Any violation shall automatically suspend any guilty person.

SECTION 35 (4)

Guarantors for Minors. Each member who is a minor shall secure some person satisfactory to the Admissions and Membership Committee to guarantee the payment of all amounts for which he shall become liable.

SECTION 36 (9) (16)

Liability for Nonresident-C Member's Indebtedness. Each active member sponsoring a NR-C member shall be liable for all indebtedness of such person to the Club.

SECTION 37 (16)

Damage to Property. Members shall be liable for any damage which they, their guests, or any NR-C member admitted on their application may cause to Club property and the amount of the same shall be billed to them when ascertained.

SECTION 38

Absence and Illness. Each member who has been absent from the Island of Oahu or so ill as to be unable to attend the Club for a continuous period of six months may petition the Board of Directors for a remission of one-half his dues during such period.

SECTION 39

Change of Membership. Any member who shall become ineligible to retain his membership shall and any member who may so desire may apply to the Admissions and Membership Committee for transfer to a different class and may be so transferred on the approval of such Committee and on compliance with any rule with respect thereto.

SECTION 40 (4)

Transfer of Membership. No membership shall be transferable except under such terms and conditions as prescribed by resolution of the Board of Directors.

SECTION 41

Termination by Resignation. Any member may terminate his membership only by presentation of a written resignation to the Secretary and by payment of all amounts for which he is liable to the Club.

SECTION 42 (12)

Reinstatement. Any person who has resigned his membership may be reinstated upon recommendation of the Admissions and Membership Committee and approval of the Board of Directors. Prior to reinstatement he shall pay the difference between the initiation fee on the date of resignation and the current initiation fee, or the dues accrued during lapse of membership. Any member who has relinquished his membership upon marriage to another member may be reinstated without compliance to the above or Sections 27 or 28.

SECTION 43 (4)

Termination by Board of Directors. Each membership shall be subject to arbitrary termination by the Board of Directors.

SECTION 44

Conduct. No member shall indulge in boisterous or unseemly conduct of any kind while on the Club premises.

SECTION 45

Minors. No minor shall bring or be served any liquor on Club premises or be admitted to the Club bar.

SECTION 46

Tips. No tips shall be offered to any employee or be accepted by the same.

SECTION 47

Interference with Employees. No member shall reprimand, attempt to discipline, dispatch on errands off the Club premises, or interfere with the performance of the duty of any employee, but shall report any incivility or non-performance of duty and make all criticisms and suggestions to the General Manager.

SECTION 48 (16)

Privacy of Members. Privacy of members shall not be violated for any reason. No petitions other than those mentioned in these Bylaws shall be circulated, no subscriptions other than for an employee's Christmas fund and for nonsectarian charities or welfare approved by the Board of Directors shall be solicited on the Club premises, and no political or sectarian demonstrations shall be conducted, and no member or guest shall be approached on business except with that member's or guest's permission on the Club premises.

SECTION 49

Responsibility for Storage. All private property left or stored on the Club premises shall be at the sole risk of the owner though rental be paid therefor.

SECTION 50

Rental of Equipment. No member or employee owning or having the use of any boat, canoe, surfboard or other equipment which is stored regularly or intermittently on Club premises shall use or permit the use of the same for hire unless permitted and in accordance with conditions imposed by the Board of Directors.

SECTION 51

Discipline. Each member shall be subject to discipline by the Board of Directors by fine of not to exceed \$100.00 for each violation of any rule or Bylaw of the Club and for any such violation or for any other reason satisfactory to the Board of Directors, including among others conduct off the Club's premises, by suspension of any or all of the rights and privileges of his membership in the Club, without reduction in dues, or by expulsion therefrom.

Cost of Memberships

SECTION 52 (4) (9) (15)

Control by Board of Directors. The initiation fees and dues, if any, of all memberships shall be fixed from time to time by the Board of Directors, provided that no raise in dues shall be effective until 30 days after notice thereof posted on the bulletin board of the Club and mailed to the members affected.

Taxes. Any tax on any cost or expense of membership shall be borne by the holder thereof.

Payment of Indebtedness. Dues, assessments and other debts shall be due and payable upon the 1st day of each month at the office of the Club and shall become delinquent if unpaid by the 15th of the following month. Payments received by the Club on the 15th, either during or after working hours or on a holiday or weekend, shall be posted as received on the 15th. If unpaid by that date the delinquent amount and name of the member owing same shall be posted on the Club bulletin board.

Delinquent Penalty, Suspension of Credit and Club Privileges. Any delinquent indebtedness shall automatically cause suspension of credit and all Club privileges of the member owing same until such indebtedness is paid in full. Further, a one-time penalty of 5% shall be charged such delinquent indebtedness. The Board may establish terms for repayment of any indebtedness upon written request and may limit the credit of any member.

Meetings

SECTION 53 (9)

Annual Meeting. The Annual Meeting of the Club shall be held during the month of February each year at such place, day and hour as the Board of Directors shall by resolution designate.

SECTION 54

Special Meetings. Special meetings of the Club shall be held on the written request of the President, any three directors, or 25 members entitled to vote at the time and place and for the objects specified in said request.

SECTION 55

Notice of Club Meetings. Written notice of the time and place of each meeting of the Club shall be mailed or delivered to the last known address of, or served personally on, each member entitled to vote at least ten days prior to the date of said meeting, provided that the object of any special meeting shall be set forth in the notice thereof and no other business shall be transacted.

SECTION 56 (9)

Meetings of Directors and Notice. Regular meetings of the Board of Directors shall be held without notice at such time and place as the said Board may by resolution designate.

SECTION 57

Special Meetings of Directors. Special meetings of the Board of Directors shall be held on call of the President or any three directors following notice to each director by telephone, by personal service of written notice or by message left at his regular place of business not less than one day before said meeting.

SECTION 58 (4)

Quorum, Club Meetings. One hundred members entitled to vote present in person or by proxy shall constitute a quorum at any annual or special meeting of the Club, provided that less than a quorum may adjourn from time to time until a quorum shall be secured.

SECTION 59 (2)

Quorum, Directors' Meetings. A majority of the regular members of the Board of Directors shall constitute a quorum at any meeting thereof.

SECTION 60

Committee Meetings. Committee meetings shall be held on call of the chairman, any two members or the General Manager of the Club.

Miscellaneous

SECTION 61

Animals. No animals shall be allowed on the Club premises at any time.

SECTION 62 (9)

Checks and Other Instruments in Writing. All checks shall be signed by the General Manager and an officer designated by the Board of Directors or any two officers so designated. All contracts, evidences of indebtedness and other instruments in writing shall be signed by the President and Secretary or such other officers as the Board of Directors may designate.

SECTION 63

Waiver of Claims. An essential requirement to become a member, guest, employee or agent of the Club, or of securing entry to its premises is the waiver insofar as legally possible of all claims of every nature arising from injury or damage of any kind while on the Club premises or arising in any manner from the occupation of such relationship to the Club and the acceptance of any such relationship or the presence on Club premises shall be deemed such a waiver.

SECTION 64

Posting Rules and Regulations. All rules and regulations adopted by virtue of these Bylaws shall be posted on the bulletin board of the Club or other conspicuous place on the Club premises.

SECTION 65 (3) (4)

Amendment of Bylaws. These Bylaws may be amended by a majority of the members present at any annual meeting or special meeting called for that purpose in the absence of a statute of the State of Hawaii to the contrary.

SECTION 66 (9)

Indemnification and Nonliability of Directors. In the absence of willful misfeasance, bad faith or gross negligence on the part of any Director or Officer, or reckless disregard of his prescribed obligations and duties, he shall not be subject to any liability to the Club, to any member of the Club or to any other person, firm or organization, for any act or omission in the course of, or connected with, rendering services prescribed in these Bylaws. If a claim or action is brought against any Director or Officer for any omission or act in the course of, or connected with, the rendering of services required by his office then the Club shall indemnify and hold harmless said Officer or Director for said claim or action and will defend him in that claim or action.

INDEX

	SECTION
Absence of Members from Oahu.....	38
Active Status, Rights and Privileges Restricted to Members in	29
Address, Change of.....	32
Admissions and Membership Committee.....	20
Admission to Membership (See Membership)	
Amendment of Bylaws.....	65
Animals, Prohibition of on Premises.....	61
Assistant Secretary.....	10
Assistant Treasurer.....	10
Associate Membership.....	27
Athletic Committee.....	23
Auditor.....	16
 Board of Directors:	
Composition.....	6
Elections.....	9
Indemnification and Nonliability.....	66
Nominations (Including Petitions).....	8
Powers.....	7
Removals.....	6
Term.....	6
Vacancies.....	6
Buildings and Grounds Committee.....	19
Bylaws, Amendment of.....	65
<i>Bulletin Board: See Posting</i>	
Card:	
Membership.....	33
Special Guest.....	31
Change of Membership.....	39
Checks and other Instruments in Writing.....	62
Children under Age 10.....	30
Claims, Waiver of.....	63
Committees, List of.....	17
Colors of Club.....	3
Conduct, Boisterous or Unseemly Prohibited.....	44
Cost of Memberships.....	52
Credit, Suspension and Limitation of.....	52
Damage to Property.....	37
Delinquency, Penalty for.....	52
Delinquent Indebtedness.....	52
Delinquent Members, Posting of.....	52
Directors (See Board of)	
Discipline of Members.....	7, 51
Dues.....	52

INDEX (Continued)

	SECTION
Eligibility of Election.....	29
Emblem of Club.....	4
Employees, Interference with.....	47
Entertainment Committee.....	22
Executive Committee.....	18
Extensions, Nonresident-B and Nonresident-C Membership ...	28
 Flag of Club.....	 4
 General Manager.....	 15
Government Officials, U.S.A., eligible to Service Membership ...	27
Guarantors for Minors.....	35
Guests and Restrictions Thereon.....	31
Guest Card (Special), Holding of by Spouses.....	31
 Historical Committee.....	 26
Honorary Membership.....	27, 28
House Committee.....	21
 Illness of Member.....	 38
Indebtedness.....	34
Indemnification of Directors.....	66
Initiation Fees.....	52
Interference with Employees.....	47
Intermediate Membership.....	27
 Junior Membership.....	 27
 Nonresident-C Members' Indebtedness, Liability for.....	 36
 Liability:	
Damage to Property.....	37
Nonresident-C Member's Indebtedness.....	36
Waiver of Claims.....	63
Life Membership.....	27
Liquor, Restriction on Minors.....	45
Manager (See General Manager)	
 Meetings:	
Committee.....	60
Directors, Quorum.....	59
Directors, Regular.....	56
Directors, Special.....	57
Membership, Annual.....	53
Membership, Quorum.....	58
Membership, Special.....	7, 54
Notices (Directors and Membership).....	55, 56, 57

INDEX (Continued)

SECTION

Membership:

- Admission to 28
- Card 33
- Change of (Transfer to different class) 39
- Classes of 27
- Cost of 52
- Notification of Election or Rejection to 28
- Number 33
- Reinstatement 42
- Resignation 41
- Rights, Privileges and Restrictions 29
- Termination 41, 43, 51
- Transfer of (To another person) 40

Military (See Associate and Service Memberships)

Minors:

- Guarantors for 35
- Liquor restrictions regarding 45

Name of Corporation (club) 1

Nominating Committee 24

Nonliability of Directors 66

Nonresident Memberships (NR-A, NR-B and NR-C) 27

Notice of Meetings (Directors and Membership) 55, 56, 57

Notification of Election or Rejection to Membership 28

Officers:

- Combination 10
- List of 10

Payment of Indebtedness 52

Penalty for Delinquency 52

Petitions:

- For Nominations of Directors 8
- For Call of Special Meeting of Members 54
- Prohibition of Unless Mentioned in Bylaws 48

Political Demonstrations, Prohibition of 48

Posting:

- Delinquent Accounts and Names of Members Owing Same ... 52
- Names of Applicants for Membership 28
- Names of Candidates Nominated for Election to Board of Directors 8
- Rules and Regulations 64

INDEX (Continued)

SECTION

- President 11
- Privacy of Members and Guests 48
- Privileges, Rights and Restrictions 29
- Protest of Membership Application 28
- Proxies 6, 15, 29
- Public Relations Committee 25
- Purposes of Club 2
- Quorum, Directors' Meetings 59
- Quorum, Membership Meetings 58
- Reciprocal Privileges, Nonresident-B Members from Clubs Having 28
- Regular Membership 27
- Reinstatement of Membership 42
- Rental of Equipment, Restriction on 50
- Resignation of Membership 41
- Responsibility for Storage 49
- Restrictions, Rights and Privileges 29
- Rights, Privileges and Restrictions 29

Rules and Regulations:

- Making and Enforcing of 7
- Posting of 64

Seal of Club 5

Secretary 13

Sectarian Demonstrations, Prohibition of 48

Senior Membership 27

Service Membership 27

Single Members:

- Restrictions regarding Associate Membership 27
- Special Guest Treatment Provided to Escorts of 31

Special Membership 27, 28

Spouses of Members:

- Eligible to Associate Membership 27
- Special Guest Treatment Provided to 31

Storage, Responsibility for 49

Students, Eligible to Associate Membership 27

Subscriptions, Restrictions on 48

Taxes on Cost or Expense of Membership 52

INDEX (Continued)

SECTION

Termination of Membership by:

Board of Directors	43, 51
Resignations	41
Tips, Prohibition of	46

Transfer:

Change of Membership Class	39
Membership to Another Person	40
Treasurer	14
Vice Presidents	12
Voting Rights	29
Waiver of Claims	63