**BYLAWS of the HONOLULU DISC GOLF ASSOCIATION**

**(HDGA)**

(8/8/2003 as amended 3/19/16)

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**Article I Identification**

Section 1.01 NAME. The name of the Non-Profit Corporation is HONOLULU DISC GOLF ASSOCIATION (hereafter "HDGA").

Section 1.02 REGISTERED OFFICE AND REGISTERED AGENT. The address of the registered office of HDGA is 617 Ululani St., Kailua, HI 96734, The mailing address is 617 Ululani St., Kailua, HI 96734, The name of the registered agent at this address is Roger Messner.

Section 1.03 FISCAL YEAR. The fiscal year shall begin on the first day of January of each calendar year and end on the last day of December in the same calendar year.

**Article II Purpose**

Section 2.01 PURPOSE. The purpose of HDGA is to encourage and promote disc golf through regular play, tournaments and educational programs for both youth and adults.

Section 2.02 ANNUAL AGENDA. Each year HDGA shall draw up an annual agenda of goals along with a budget that includes:

1. At least one disc golf tournament;
2. At least one public outreach program;
3. At least one youth oriented program.
4. At least one community service fundraiser.

**Article III Membership**

Section 3.01 MEMBERS. Members shall be either Regular or Day.

Regular members shall be:

1. Individuals who have paid the membership fee for annual dues; to HDGA the current year,

or

1. A previous member who has been granted Member of Honor status as provided in Article X.

Day members shall be: any player who has played in any Oahu disc golf tournament which has ties to HDGA and has paid an insurance fee. Day members are not voting members.

Section 3.02 DUES. Beginning January 1, 2015, dues will be $25 per year per member. Beginning January 1, 2016, the dues will be set by the Board of Directors.

Section 3.03 VOTING RIGHTS. Only current regular members will be entitled to vote. Current regular members are those members who meet the requirements in Section 3 . Each current regular member shall be entitled to one vote on each matter submitted to a vote for members. Current regular members shall be present at the voting meeting or shall enter a written proxy, before or at the time of the vote, in person, via email, by verifiable electronic means, or by United States mail..

Section 3.04 OBLIGATIONS OF MEMBERS. Each member shall be obligated to uphold the rules set forth by the PDGA. Each member shall be obligated to inform the Secretary of HDGA of his or her current address and phone number. Each Regular Member shall attend and vote at a general or annual meetings.

Section 3.05 DURATION. Regular membership lasts [the duration of the fiscal year from meeting the requirements set out in Section 3.01- Day membership is effective for the duration of the tournament the day membership payment was paid. Membership is non-transferable.

Section 3.06 REVOCATION. Membership can be revoked if a member violates PDGA rules. A two-thirds vote of the entire Board of Directors can revoke membership without refund. The reason for the revocation shall be provided to the member.

**ARTICLE IV Meetings**

Section 4.01 ANNUAL MEETINGS. The annual meeting of the members of HDGA shall be held during the fourth quarter of the fiscal year.

Section 4.02 GENERAL MEETINGS. General meetings will be held throughout the year. There will be a minimum of four general meetings at a time and place to be designated by the Board of Directors.

Section 4.03 SPECIAL MEETINGS. Special meetings of the members may be called by the President.

Section 4.04 NOTICE OF MEETINGS. Notice of meetings will be published on the [HDGA.org](http://HDGA.org) website. The notice shall include the place, day, and hour of the meeting, and in the case of a special meeting the purpose or purposes of the meeting at least 10 days prior to the meeting.

Section 4.05 PROXIES. A member may vote either in person or by proxy executed in writing including email or verifiable electronic means by the member.

Section 4.06 ACTION WITHOUT A MEETING. Any action required to be taken at a meeting of the members or any action that may be taken at a meeting of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof. This consent shall have the same effect as a unanimous vote of members and may be stated as such in any articles or document filed.

Section 4.07 QUORUM. A majority of the number of current members at any properly noticed meeting shall constitute a quorum.

**ARTICLE V Board of Directors**

Section 5.01 NUMBER AND QUALIFICATIONS. The business and affairs of the HDGA shall be managed by a Board of not less than five Directors. The number of Directors may be increased or decreased to not less than five, as necessary, by amendment of this section; provided that no amendment has the effect of shortening the term of any incumbent Director. All Directors must be current regular members.

Section 5.02 ELECTION. Members of the initial Board of Directors shall hold office until the first annual meeting of members and until their successors have been elected and qualified. At the first annual meeting of members, and at each annual meeting thereafter, the members shall elect the directors to hold office during the next two fiscal years. Each Director shall hold the office for the term elected and continue until a successor has been elected and qualified. The term of each Director shall run for two years. The terms of the directors shall be staggered so that no more than five directors are elected each year.

Section 5.03 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 5.04 PLACE OF MEETINGS. Meetings of the Board of Directors, annual, regular, or special, may be held within or without the State of Hawaii, at a place designated by the Board.

Section 5.05 ANNUAL MEETINGS. The Board of Directors shall meet each year immediately after the annual meeting of the members, at a place designated by the Board of Directors for the purpose of organization, election of officers, and consideration of any other business that may be properly brought before the meeting.

Section 5.06 OTHER MEETINGS/NOTICE. Other meetings of the Board of Directors may be held without written notice as long as notice has been given according to law to the person or persons entitled to vote at the meeting. The minutes shall include the method of actual notification of each director not present and the absent director's reason for non-attendance. Neither the business to be transacted nor the purpose of the meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

Section 5.07 QUORUM. A majority of the number of Directors fixed by the Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Articles of Incorporation, or the Bylaws.

Section 5.08 ACTION WITHOUT A MEETING. Any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if consent in writing or by verifiable electronic means, setting forth the action to be taken, shall be signed before the action by all the Directors or all of the members of the committee, as the case may be.

**ARTICLE VI Officers**

Section 6.01 OFFICERS. The officers of HDGA shall consist of a President, Vice-President, Secretary, Treasurer, and other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall be elected or confirmed by the Board of Directors at its annual meeting. Officers are voting members of the Board of Directors. Each of the officers shall serve at the pleasure of the Board of Directors without compensation but may be reimbursed for expenses incurred. More than one office may be held by the same person.

Section 6.02 VACANCIES. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the HDGA, or otherwise, the same shall be filled by the Board of Directors and the officer elected shall hold office until a successor is chosen and qualified.

Section 6.03 PRESIDENT. The President shall have active executive management of the operations of HDGA, subject however, to the control of the Board of Directors. The President’s responsibilities include to :

1. Be the administrative officer;
2. Preside at all meetings of members and Directors;
3. Pursue the business of HDGA;
4. Be authorized as a signatory on the HDGA checking account; and
5. Perform any other duties as the Bylaws or Board of Directors may prescribe.

Section 6.04 VICE PRESIDENT. The Vice President’s responsibilities include to:

1. Assist the President in the business of HDGA;
2. Perform all duties incumbent upon the President during the absence or disability of the President;
3. Chair the Nominating Committee;
4. Be authorized as a signatory on the HDGA checking account; and
5. Perform any duties as prescribed by the Bylaws or the Board of Directors.

Section 6.05 SECRETARY. The secretary’s responsibilities include to:

1. Attend all meetings of the members and the Board of Directors and keep, or cause to be kept in a book provided for that purpose, a true and complete record of the proceedings of these meetings;

2. Be the custodian of the records, including the membership lists and the current voting memberships list;

3. Attend to the giving of all notices;

4. Be an authorized signatory on the HDGA checking account;

5. Perform other duties as the Bylaws or the Board of Directors may prescribe.

Section 6.06 TREASURER. The Treasurer’s responsibilities include to:

1. Keep correct and complete records of account, reflecting the financial condition of HDGA:

2. Be the legal custodian of all moneys, notes, securities and other valuables that may come into possession of HDGA;

3 Immediately deposit all funds of HDGA into a reliable bank or other depositary to be designated by the Board of Directors and shall keep this bank account in the name of HDGA:

4. a statement of financial condition of HDGA; Furnish at meetings of the Board of Directors, or whenever requested, a statement of financial condition of HDGA;

5.. Be authorized as a signatory on the HDGA checking account; and

6. Perform other duties as the Bylaws or Board of Directors may prescribe.

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7. State Council LIAISON. The State Council Liaison shall be confirmed by a majority vote of the Board of Director. The State Council Liaison shall be:

1. A registered member of the PDGA;

2. Liaison with the Hawaii State Disc Golf Council

3. Responsible relaying information to and from the Hawaii State Disc Golf Council

Section 6.8 TRANSFER OF AUTHORITY. In case of absence of any officer of HDGA or for any other reason the Board of Directors may deem sufficient, the Board may transfer the powers and duties of that officer to any director or member of HDGA provided a majority of the full Board of Directors concurs.

**Article VII Amendents**

Section 7.01 AMENDMENTS. The powers to alter, amend, or repeal the Bylaws, or to adopt new Bylaws is vested in the members. The Board of Directors may present any alterations, amendments or repeal of the Bylaws to the membership at any meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of HDGA not prohibited by law or the Articles of Incorporation.

**ARTICLE VIII Committees**

Section 8.01 NOMINATING COMMITTEE. The Nominating Committee shall be chaired by the Vice President as a non­voting officer and shall include at least two HDGA members who are not on the Board of Directors or Officers of HDGA. The Nominating Committee shall not be less than three people. The members of the Nominating Committee shall be selected by the Vice President. The Nominating Committee shall be responsible for:

1. Identifying members who are willing to be on the Board of Directors for open terms;
2. Identifying a State Council Liaison;

C. Nominating new members as Honorary HDGA members.

In all cases it shall be appropriate but not necessary to take recommendations from the general membership. The Nominating Committee will be formed annually and meet as necessary and disbanded once their missions have been accomplished.

Section 8.02 OTHER COMMITTEES. Other ad-hoc committees may be formed for any designated purpose as the directors authorize by resolution.

**ARTICLE IX Financial Accounts**

Section 9.01 CHECKING ACCOUNT. HDGA has designated Territorial Savings as the depository for all HDGA funds. The checking account shall require two officers' signatures. The four officers authorized to sign checks are the President, the Vice President, the Treasurer and the Secretary. Checks in excess of fifty dollars shall require appropriate authorization as required in the Standing Rules.

**ARTICLE X Members of Honor**

Section 10.01 ELIGIBILITY. Individuals eligible to be inducted as Members of Honor shall be those individuals who have made an extraordinary contribution in mind, body and spirit to the advancement of disc golf in Hawaii and the proliferation of flying disc activities in Hawaii.

Section 10.02. INDUCTION. Individuals nominated by the Nominating Committee or by any other Member of Honor shall be considered as inductees for Member of Honor. All nominations for Members of Honor presented shall be voted on at the annual meeting. A unanimous vote of all Board of Director members shall be required to induct new Members of Honor.

**STANDING RULES OF THE HONOLULU DISC GOLF ASSOCIATION.**

A. Authorization of release of funds.

1. All release of funds shall be approved by a quorum of the Board of Directors.
2. Requests for funds shall be submitted in writing to an officer of the Board.