

Honolulu Disc Golf Association (HDGA) – 2018 Bylaws

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Article I – Identification

Section 1.01 NAME. The association described in these bylaws shall be known as the HONOLULU DISC GOLF ASSOCIATION and herein after may be referred to as “HDGA”.

Section 1.02 REGISTERED OFFICE AND REGISTERED AGENT: The address of the registered office of HDGA is 1456 Saint Louis Drive, Honolulu, Hawaii 96816. The mailing address is 1456 Saint Louis Drive, Honolulu, Hawaii 96816. The name of the registered agent at this address is Allen Borsky.

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 succeeding calendar year.

Article II – Mission

Section 2.01 MISSION. The Honolulu Disc Golf Association is a non-profit organization dedicated to the promotion of the sport of disc golf and fostering a sense of community for disc golfers. HDGA’s primary goal is to support the installation of permanent disc golf courses on Oahu. Additional goals of the Honolulu Disc Golf Association are to promote and support local tournaments, to provide a fun atmosphere for all Disc Golfers, and to provide quality equipment at a reasonable cost to our members.

Section 2.02: GOALS. To accomplish its mission the HDGA seeks to achieve the following goals:

- To conduct fundraising events for the purpose of assisting in course development, installation, maintenance, and improvements by holding one or more fundraising activities throughout the fiscal year.
- To develop, promote, and support the sport of disc golf on Oahu
- To help build awareness of the sport of disc golf within local communities and within associated State and Local governments
- To provide disc golf education and training clinics to schools, organizations, and individuals when requested
- To conduct annual fundraising events for schools and other local charities when possible
- To assist in the promotion and running of annual and monthly disc golf events for HDGA members and the community

Article III – Bylaws

Section 3.01: BYLAWS. These bylaws shall govern the operation of the organization and shall become effective upon approval by a by majority vote of the entire general membership. Once approved by the membership the bylaws shall be posted to the HDGA website within two weeks of being approved.

Section 3.02. AMENDMENTS TO THE BYLAWS. Amendments to these bylaws shall first be drafted and approved by majority vote of the Board of Directors, then approved by a general membership election. The Board of Directors may present any alterations, amendments, or repeal of the Bylaws to the membership at any meeting.

Article IV – Membership

Section 4.01. GENERAL MEMBERSHIP. A General Membership in the HDGA shall be defined as an individual who has paid the annual dues as required by the organization and agrees to act in accordance with these bylaws.

Section 4.02. MEMBERS OF HONOR. A Member of Honor designation in the HDGA is given to those individuals who have been recognized by the organization for their 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 4.02a: MEMBERS OF HONOR DESIGNATION PROCESS.

1. Individuals nominated by the Nominating Committee or by any current Member of Honor.
2. Nominations to the honorary membership will be presented to and voted on by the Board of Directors at their annual year end meeting. A majority vote in favor of a designee will be sufficient to approve an individual for honorary membership designation.
3. Members of Honor have the same weighted voting rights as any general member.
4. A Membership in Honor runs in perpetuity.

Section 4.03: DUES. Beginning January 1, 2015, membership dues will be \$25 per year per member. Beginning January 1, 2016, the dues will be set by the Board of Directors.

Section 4.04: VOTING RIGHTS: Members have the right to vote on the following.

1. HDGA Board of Directors
2. Approval of amendments to these bylaws.

Section 4.05: REVOCATION: Membership can be revoked without refund for conduct that reflects negatively on the association. Such revocation requires a meeting with the affected individual followed by a two-thirds vote of the entire Board of Directors.

Article V – Board of Directors

Section 5.01: BOARD OF DIRECTORS. A Board of Directors (the Board) whose titles and responsibilities are described in these bylaws shall conduct the business of the HDGA. Board members shall serve the association on a strictly voluntary basis with no monetary or material

compensation beyond that of the general membership. This does not include reimbursement of expenses incurred on behalf of the association.

Section 5.02: ELECTIONS. The Board of Directors shall be elected annually by the General Membership and their terms of service shall be from January 1 through December 31. 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. Elections shall be conducted in accordance with the description in these bylaws, and the terms of the directors shall be staggered so that no more than five directors are elected each year.

Section 5.03: NUMBER OF DIRECTORS. The business and affairs of the HDGA shall be managed by a Board of no less than five Directors. The number of Directors may be increased or decreased by amendment of this section; provided that no amendment has the effect of shortening the term of any incumbent Director.

Section 5.04. QUALIFICATIONS. Service on the Board of Directors shall be open to all members at least 18 years of age and who are able to fulfill the duties of their position, including attendance at HDGA meetings.

Section 5.05: VACANCIES. In the event of a vacancy in a position on the Board of Directors (other than president), the vacancy shall be filled with a majority approval of the Board of Directors or by a special election. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. If the position of President becomes vacant, the Vice President shall fill the position of president and the Board of Directors shall fill the position of vice-president.

Section 5.06: FAILURE OF DUTIES. Failure to perform the duties of office or continued behavior that reflects negatively on the HDGA may cause a Board of Directors member to be dismissed from office by a majority vote of the Board of Directors excluding the member in question.

Section 5.07: NUMBER OF POSITIONS HELD BY A BOARD MEMBER. Individuals may not hold more than one Board member position, however when a vacancy exists one or more of the existing Board members may fulfill the responsibilities, but not the voting rights, of the vacant position as an acting member until the position is filled.

Section 5.08: TRANSFER OF AUTHORITY. In case of absence of any Board member, or for any reason the Board may deem sufficient, the Board may transfer the powers and duties of that Board member to any Director or member of HDGA provided a majority of the Board of Directors approves.

Section 5.09: AUTHORIZED BOARD MEMBER SIGNATURES. The four Board members authorized to sign checks are the president, Vice President, Treasurer, and Secretary. HDGA has designated TERRITORIAL SAVINGS as the depository for all HDGA funds. The HDGA

checking account shall require two Board of Directors signatures. Checks in excess of ONE HUNDRED dollars shall require authorization as required by the Bylaws.

Article VI – Meetings

Section 6.01: GENERAL MEETINGS. General membership meetings shall be held four times a year. General meetings shall be open to all current HDGA members.

1. Meetings shall be conducted in an orderly manner with each Board member and committee chairperson providing a report on their respective areas of responsibility.
2. General meetings shall provide a forum for the general membership to present issues and proposals to the Board of Directors.
3. The Board of Directors and not the general membership make decisions that address specific issues and proposals.
4. Minutes shall be taken to record the discussions and decisions made at the general meetings, and the minutes shall be posted online to the HDGA website within two weeks of any general meeting.

Section 6.03: BOARD OF DIRECTORS MEETINGS. The Board of Directors shall meet quarterly to review and plan for upcoming events, and discuss other business issues. Individuals who are not on the Board may attend by invitation only. With prior consent of the President or Board, a Board member that is unable to physically attend a meeting due to work or other priorities may attend a meeting by phone or other electronic means. Any board member that attends a meeting by electronic means has all the same rights as being present at the meeting.

Section 6.03a: ANNUAL BOARD OF DIRECTORS MEETINGS. The Board of Directors shall meet each year within two-weeks of the annual general membership meeting, 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 properly be brought before the meeting.

Section 6.03b: 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 6.03c: ACTIONS 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 is given in writing, or by email, or text message, confirming/approving of the action to be taken. Approval for the action, by a majority of the Directors or committee members (if at least two members of the committee are Directors) must be given before the action can be taken.

Section 6.04: SPECIAL MEETINGS. The Board of Directors or President may schedule special meetings open to all HDGA members.

Section 6.05: ANNUAL MEETINGS: The annual meeting of the general membership shall be held during the month of November.

Section 6.06: PLACE OF MEETINGS. Meeting of the Board of Directors, whether annual, general, or special, may be held at any place designated by the Board.

Section 6.07: NOTICE OF MEETINGS: Notice of scheduled meetings will be published on the HDGA website at least 10 days prior to any meeting, except for special meetings. The notice shall include the date, time, and location of the meeting, whom may attend, and in the case of a special meeting the purpose of the meeting.

Section 6.08: PROXIES. A member may vote either in person or by proxy executed in writing, or by other electronic means, by the member.

Article VII – Decisions Procedures

Section 7.01: DECISION PROCEDURES. In general, authority to make decisions on behalf of the HDGA shall be that of its Board of Directors. The decision-making process shall follow the guidelines outlined below.

1. Decisions by the Board shall be by majority vote of the entire Board, except where explicitly stated otherwise in these bylaws. Such decisions include, but are not limited to:
 - a. Any decision that has significant impact on the general membership, sponsors or public presence of the HDGA including the filling of vacant Board positions,
 - b. Starting new projects and activities,
 - c. Any expenditures of \$100 or more
2. Decisions allowed by individual members of the Board of Directors
 - a. General decisions in support of the execution of approved projects and activities.
 - b. Expenditures of less than \$100 for pre-approved projects and activities. Funding for such expenditures shall be obtained from, or reimbursed by, the Treasurer.

The intent of these guidelines is for the Board of Directors to approve all new HDGA projects and activities then delegate decision-making authority as described above. All association expenditures shall be for approved HDGA projects and activities.

Article VIII – Board Positions and Responsibilities

Section 8.01: BOARD POSITIONS AND RESPONSIBILITIES. The Officers of the Board of Directors shall consist of a President, Vice-President, Secretary, and Treasurer. Additional Board positions may be added as necessary but shall require an amendment to these bylaws as described herein.

Section 8.02: PRESIDENT. The President shall be the chief executive of the HDGA and responsible for its operation, subject to the control of the Board of Directors. The President shall:

1. Preside at all general membership, Directors, and special meetings and ensure they are conducted in an orderly and business-like manner,
2. Be responsible for administering the affairs of the HDGA according to the policies and procedures described in these bylaws,
3. Shall appoint heads of committees (except for the Nominating Committee) as they are formed and replace them if needed,
4. Shall have access to HDGA funds and have the authority to sign checks,
5. Shall sign all contracts and legal documents with the Secretary after approval by the Board,
6. Shall participate and oversee the creation of the association's annual operating budget.

Section 8.03: VICE PRESIDENT. The Vice-President shall:

1. Perform the duties of the President whenever the President is unable to for any reason,
2. Assist in helping fulfill the goals of any Board of Directors or committee project,
3. Plan, organize, and oversee the execution of all HDGA general membership elections,
4. Participate in the creation of the association's annual operating budget,
5. Have access to HDGA funds and have the authority to sign checks,
6. Coordinate and oversee any methods used for HDGA communications, such as newsletters, web sites, social media, etc.
7. Chair the Nominating Committee.

Section 8.04: SECRETARY. The Secretary shall:

1. Record a true and complete record of the proceedings of all general membership, Board of Directors, and special meetings in a specific recorder book provided for that purpose, and make copies of such records available to the general membership, as necessary,
2. Sign all contracts and legal documents after approval by the Board,
3. Prepare and distribute all official correspondences of the HDGA,
4. Be responsible for establishing and maintaining records of the active membership.
5. Participate in the creation of the association's annual operating budget

Section 8.05: TREASURER. The Treasurer shall:

1. Create and maintain a financial accounting system adequate to the needs of the association consistent with acceptable accounting practices,
2. Create and maintain all HDGA bank accounts including records of all deposits and withdrawals,
3. With participation of the entire Board, prepare an annual budget containing planned income and expenditures for the calendar year,

4. Report financial status and performance against the budget at all membership meetings,
5. Have access to HDGA funds and have the authority to sign checks and disburse funds for approved projects and activities in accordance with these bylaws.
6. Create and maintain the HDGA checking account and have authority to sign checks for the disbursement of funds for approved projects and activities in accordance with these bylaws.

Article IX – Committees

Section 9.0. COMMITTEES. Not all projects require a committee, but when a committee is formed a chairperson shall be appointed by the President to oversee the effort and provide reports at meetings.

1. Committee chairpersons and members need not be on the Board of Directors, but shall be part of the HDGA general membership.
2. If a committee chairperson is not on the Board, a Board member shall be assigned to oversee the activities of the committee.

Section 9.02: NOMINATING COMMITTEE. The Nominating Committee shall be chaired by the Vice President as a non-voting member and shall include at least two HDGA members who are not on the Board of Directors 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 will be formed annually and meet as necessary, and may be disbanded once their mission has been accomplished.

The Nominating Committee shall be responsible for:

1. Identifying members who are willing to be on the Board of Directors for open terms,
2. Nominating new members as Honorary HDGA members.

Article X – Elections

Section 10.01: ELECTIONS. The annual election of the Board of Directors shall be coordinated in a fair and unbiased manner where no individual running for the Board is provided an advantage or special treatment by the election process.

1. In order to become a candidate for the Board, an individual must be an active HDGA member and have been nominated by an active member. Nominations for the following year's Board shall be collected in October of each year, beginning in 2016.
2. Each nominee shall be provided equal opportunity to "campaign".
3. Elections shall be held at the annual general meeting each year. Each member can vote for up to a number of candidates as determined by the Board of Directors. Written ballots shall be used and have no specific Board positions associated with the candidates' names.

4. Absentee ballots are allowed provided they are received prior to the November election meeting and careful records of who voted are kept.
5. In order to avoid conflicts of interest, between three and five independent and trustworthy individuals who have no direct interest in the outcome of the election shall be appointed by the Board to count the votes. Any association member can appeal the appointment, provided the appeal is backed up with a reasonable argument. Reasonable appeals shall cause the Board to change their appointments.
6. The following year's Board of Directors shall consist of the candidates receiving the most votes regardless of how many voted.
7. Specific Board positions shall be assigned at a special meeting held after the election. At this meeting all elected Board members shall be given the opportunity to make known which Board position they would like to hold and why. Board positions shall be assigned based on a vote of the new Board members. Ties shall be broken by the number of popular votes received in the general membership election and, if still tied, shall be assigned at random. Positions shall be assigned in the following order: President, Vice President, and Treasurer.
8. Initial approval or any amendments to these bylaws shall be voted on by the general membership.
 1. A draft of the bylaws shall be made available at least 15 days prior to the membership vote for its approval, beginning in 2016.
 2. A "show of hands" style vote and written absentee voting shall be acceptable for approving bylaws.
 3. Under special circumstances the Board of Directors may choose to hold a special election for purposes of replacement of Board members or amendments to these Bylaws.

Date Last Updated: (01/22/2018)