

**BYLAWS OF
KAILUA CANOE CLUB, INC.**

**ARTICLE I
PRINCIPAL OFFICE**

Section 1.1. Name. The name of this Corporation shall be Kailua Canoe Club, Inc. (hereafter “Club”), a non-profit corporation dba Kailua Canoe Club.

Section 1.2. Principal Office. The principal office of the Club shall be maintained at such place in the State of Hawaii as the Board of Directors shall determine.

Section 1.3. Place of Meeting. All meetings of the members and of the Board of Directors shall be held at the principal office of the Club, unless some other place is stated in the call. Subject to the notice requirements of these Bylaws, the Board of Directors and any committees established by the Board may transact business at a meeting, by a telephone conference call, fax, e-mail, or by any other method of communication in accordance with standard business practices. Participation by such means will constitute presence in person at a meeting.

**ARTICLE II
PURPOSE**

Principal purposes of this Club are to:

Section 2.1. Engage in, promote, encourage participation in and provide education and instruction in Hawaiian and Polynesian culture through canoeing and other related activities.

Section 2.2. Foster, encourage and promote interest in the sport and science of canoe racing and canoeing in the State of Hawaii.

Section 2.3. Encourage, maintain and perpetuate authentic Hawaiian canoe racing and preservation of Hawaiian Koa canoe; and

Section 2.4. Promote competitive inter-club, inter-island and international Hawaiian canoe racing. In its pursuit of this purpose, the Club may sponsor and/or conduct canoe regattas and races as may be decided upon by its membership.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Eligibility. Any person in good standing, as defined by the Kailua Canoe Club Code of Conduct adopted by the Board of Directors in January 2014, shall be eligible for membership of this corporation.

Section 3.2. Classes of Membership. Membership shall be divided into four classifications: Senior, Junior, Charter and Honorary.

- A Senior member shall be a person of not less than 18 years of age;
- A Junior member shall be a person of less than 18 years of age;

(c) A Charter member may be any person who represented the Canoe Club in the period of 1972-1973 and is still a member, and any Senior member who joined the Club prior to 1973;

(d) An Honorary member shall be any person who has made an outstanding contribution or performed outstanding service to the Kailua Canoe Club or the local or state Association. An honorary member shall enjoy all the privilege of membership except that he or she shall not hold office nor have the right to vote. An honorary member may not be precluded from being eligible for membership under any of the above classifications.

Section 3.3. Right to Vote and Hold Office. Only members in the senior classification shall have the right to vote and to hold office in the Club.

Section 3.4. Application for Membership. All applications for membership in the Club shall be submitted to the Secretary or the Club's designated representative, in writing, together with payment of the prevailing initiation fee, if any, and one year's dues.

Section 3.5. Admission to Membership. Every qualified individual eligible for membership shall be admitted as a member of the Club upon affirmative vote of the Board of Directors, or in such other manner as the Board of Directors may decide.

Section 3.6. Termination of Membership for Failure to Pay Dues. Membership shall terminate automatically upon failure to pay the specified dues within three months after they become due.

Section 3.7. Termination or Suspension for Cause. A Club member may be terminated or suspended for cause upon all of the following:

(a) Written notice of the Club's consideration of the member's termination or suspension, the reasons therefor, and the member's opportunity to be heard. The written notice shall be provided not less than fifteen days prior to a vote on the matter and sent by mail to the last known address of the member shown on the Club's records;

(b) An opportunity for the member to be heard, provided not less than five days prior to a vote on the matter, either in writing to the Board of Directors as a whole or orally to at least three-fourths (3/4) of the members of the Board of Directors then in office; and

(c) Following the written notice and opportunity to be heard, an affirmative vote of three-fourths (3/4) majority of the members of the Board of Directors then in office, at a meeting duly called to consider such termination or suspension.

Section 3.8. Resignation. Any member may resign from the Club by filing a written resignation with the Secretary of the Club but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessment or other charges previously accrued and unpaid and to return all Club property.

Section 3.9. Special Meetings. Special meetings of the members of the Club may be held at any time upon the call of the President or upon the call of any three (3) members of the Board of Directors in office at the time, or upon the call of any five (5) members of the Club in good standing. Notice of the Special Meeting shall be provided pursuant to Section 3.11.

Section 3.10. Annual Meeting. The annual meeting of the members of the Club shall be held each year, in the calendar month of July, or such other time as the BOD desires, at such a time and place as the Board of Directors determines for the purpose of electing Directors and transacting such other business as may come before the meeting. Notice of the Annual Meeting shall be provided pursuant to Section 3.11.

Section 3.11. Notice of Meeting. A notice of Special and Annual meetings of the Club, stating whether it is an Annual or a Special meeting, the authority of the call of the meeting, the place, day and hour thereof, and the purpose therefore, shall be given at least two weeks before the day set for such meeting. Such notice shall be given to each member of the Club by posting it on the club website; and by mailing it, postage prepaid, addressed to such member at his or her address as it appears on the records of the Club; or by emailing the notice to the member at the email address provided by the member to the Club. If notice is given pursuant to the provisions of this Section, the failure of any member to receive actual notice of a meeting shall in no way invalidate the meeting or any proceedings.

Section 3.12. Notice Unnecessary. Any member of the Club may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by his or herself. At any meeting, the presence of any member of the Club shall be equivalent of the Waiver of the giving notice of the meeting to the member.

Section 3.13. Quorum. Except as otherwise provided by law or by these Bylaws or by the Charter of Incorporation, the majority of members present at any meeting of which proper notice has been given shall constitute a quorum. When a quorum is present at any meeting, the vote of a quorum shall, except where a larger vote may be required by law or these Bylaws, elect Directors and transact other business as may come before the meeting. Action by the membership is limited to such action that does not infringe upon the powers of the Board as delegated in Article V, Section 5.12.

Section 3.14. Adjournment. Any meeting of the members, whether annual or special, may be adjourned from time to time, without notice other than the announcement at the meeting. Such adjournment may be such time and to such place as shall be determined by the majority of the members present. At any such adjourned meeting, any business may be transacted which might have been transacted at the original meeting as originally called.

ARTICLE IV

MEMBERSHIP FEES, DUES AND ASSESSMENTS

Section 4.1. Dues. All members of the Club shall pay annual dues. The amount of such dues for the ensuing years shall be established at the Annual Meeting but shall not be less than \$25.00 for senior members and \$10.00 for junior members. All dues are payable to the Treasurer at the beginning of each calendar year or at a time deemed appropriate by the Board. Dues for new members shall become payable upon admittance and may be prorated at the discretion of the Board of Directors. There shall be no refund of dues or fees for any reason whatsoever.

Section 4.2. Evidence of Membership. The Secretary of the corporation shall maintain records of the members of the corporation.

Section 4.3. Other Fees and Assessments. The Board of Directors shall have the right to establish from time to time such other fees and assessments as may be deemed necessary.

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1. Board of Directors. The Board of Directors shall consist of not less than six (6) and no more than twelve (12) Directors, and the Officers as defined in Section 6.1. Each Director may, subject to any requirements of law or of the Articles of Incorporation or of these Bylaws with respect to notice, transact any business that may be brought before the meeting and take any Club action.

Section 5.2. Election and Removal of Directors. The Directors who are not Officers, or immediate past president shall be elected at the Annual Meeting. *In the event of a tie of elected incoming Directors, as voted by membership, a vote by the outgoing Executive Committee, as defined in Section 5.1.3, will decide the tie.* Candidates for these Director positions must be members of the Club pursuant to Article III Section 3.1. Each Director shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall have been elected. The Board of Directors may remove, by majority vote of the Directors then in office, any Director for failure to perform his/her duty or for other reasons as deemed necessary. Election of Officers shall be conducted pursuant to Article VI, Section 6.1.

Section 5.3. Term of Office. Term of Office to be calendar year, January to December. If a Director, who is not an Officer, should resign before his or her term ends or be unable to complete his or her term of office, the President, with concurrence of a majority of the Board, may replace that Director with a candidate selected from the Membership for the remainder of the un-expired term until the next election, at which time a replacement will be elected pursuant to Section 5.2.

Section 5.4. Annual Board Retreat. A retreat of the outgoing and incoming Board of Directors shall be held in the last quarter of the year following the election of the Board of Directors

Section 5.5. Regular Meeting. The Board of Directions may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and when any such meeting or meetings shall be so determined, no further notice shall be required.

Section 5.6. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any three (3) Directors.

Section 5.7. Notice of Meetings. Except as otherwise expressly provided, reasonable notice of any meeting of the Board of Directors shall be given to each Director by the Secretary or by the person or one of the persons calling the meeting. By advising the Director of the meeting by email, word of mouth, telephone, or by leaving written notice thereof with him or her at his or her residence or usual place of business. Non-receipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present. Any Director may waive notice of any meeting of the Board of Directors in writing signed by him or her either prior to or after the meeting.

Section 5.8. Quorum. A quorum for the Board shall consist of a minimum of six (6) Board members, then in office, AND two (2) Officers, then in office, for a total of eight (8). Action by the Board must be by a majority of the quorum.

Section 5.9. Voting. Each Director, whether or not he or she is an officer, and the Head Coach, as an Ex-Officio Board Member, shall be entitled to vote on all business of the Club. There shall be no voting by proxy. Directors who are not physically present at a meeting may submit their votes by any electronic means submitted to each Board Member prior to the time that the vote is taken or by being present by phone at the meeting.

Section 5.10. Adjournment. In the absence of a quorum at the date, time and place of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the Directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

Section 5.11. Notice Unnecessary. The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of the meeting to the Director. No notice of a meeting of the Board of Directors need be given to any Director who at the time is absent from the State of Hawaii.

Section 5.12. Powers. The Board of Directors shall manage the property and business of the Club and shall have and may exercise all of the powers of the Club except such as are reserved to or may be conferred from time to time by laws or by the Charter of Incorporation and any amendment thereto or by the Bylaws upon the members of the Club. The use, purchase, maintenance, replacement or sale of all canoes and other equipment shall be the responsibility of, and regulated by, the Board of Directors.

The operation and actions of the Board shall be reported to the members of the Club at the annual meeting and at such additional times as may be required by the members.

Section 5.13. Executive Committee. There shall be an Executive Committee consisting of the Officers of the club. The Executive Committee shall meet at the call of the President and

shall conduct the regular business of the Club between meetings of the Board, subject to the authority and review of the Board.

Section 5.14. Other Committees. The Board of Directors may create and appoint such other general or special committees as the business of the Club may require. These committees shall report directly to the Board of Directors, and their authority and duties shall be defined by the Board of Directors. Committee membership is not limited to members who are Directors.

ARTICLE VI **OFFICERS**

Section 6.1. Officers. The officers of the Club shall be President, 1st, 2nd, and 3rd Vice Presidents, a Secretary, Treasurer, and the immediate Past President (for a term of one year). No person may hold more than one office, and no person may hold the same office for more than three (3) successive years. The Officers may, subject to any requirements of law or of the Articles of Incorporation or of these Bylaws with respect to notice, transact any business that may be brought before the meeting and take any Club action.

Section 6.2. Election and Removal of Officers. The Officers shall be elected at the Annual Meeting. Each Officer shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall have been elected. The Board of Directors may remove, by majority vote of the Directors then in office, any Officer for failure to perform his/her duty or for other reasons as deemed necessary.

Section 6.3. Term of Office. Officers to be elected for a period not to exceed 3 years, with actual term to be staggered 1-3 years, as designated by the President. If an Officer should resign before his or her term ends or be unable to complete his or her term of office, the President, with concurrence of a majority of the Board, may replace that Officer with a candidate selected from the Board for the remainder of the un-expired term until the next election, at which time a replacement will be elected pursuant to Section 6.2.

If the President resigns before the end of his or her term, the Vice President (or Vice Presidents, in the order of priority of election or appointment) shall assume the role of President, and with concurrence of a majority of the Board, may replace the Vice President for the remainder of the un-expired term until the next election, at which time a replacement will be elected pursuant to Section 6.2.

Section 6.4. President. The President shall be the Chief Executive Officer of the Club. He or she shall preside at all meetings of the members of the Club and at meetings of its Board of Directors and to have general supervision of the affairs of the club. He or she will execute on behalf of the Club all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Club. The President shall have such powers and duties as are given to him or her in these Bylaws and as may be assigned to him or her from time to time by the Board of Directors.

Section 6.5. Vice President. The Vice President (or Vice Presidents, in the order of priority of election or appointment) shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. Each Vice President shall have such other powers and duties as may be given him or her by the Bylaws and as may be assigned him or her from time to time by the President or the Board of Directors.

Section 6.6. Treasurer. The Treasurer shall keep or superintend the keeping of all the financial books and accounts of the Club in a thorough and proper manner, and he or she shall render statements of the same in such form and as often as required by the Board of Directors.

The Treasurer shall have custody of all the funds, notes, bonds and other evidences of property of the Club and shall deposit or cause to be deposited in the name of the Club all monies or other valuable effects in such banks, trust companies, or other depositories as shall from time to time be designated by the Board of Directors. The Treasurer shall make such disbursements as the regular course of the business of the Club may require or the Board of Directors may order. The Treasurer shall perform all other duties incident to the office or which may be assigned to him or her by the President or the Board of Directors.

Section 6.7. Secretary. The Secretary shall attend and keep the minutes of all meetings of the members of the Club and all meetings of the Board of Directors. When requested, the Secretary shall attend and keep the minutes of any meeting of any committee of the Board of Directors. The Secretary shall give or cause to be given all notices as provided by these Bylaws or as required from time to time by the President or the Board of Directors.

In addition, the Secretary shall have such other powers and duties as may be incidental to the office or elsewhere given to the Secretary by these Bylaws and as may be assigned to the Secretary from time to time by the President or the Board of Directors.

If the Secretary shall not be present at any meeting of the members of the Club or of the Board of Director, the presiding officer shall appoint a Secretary Pro Tem. The Secretary Pro Tem shall keep the minutes of such meeting and record them in the books provided for that purpose.

Section 6.8. Salaries. Board members serve without pay.

Section 6.9. Bonds. Any officer may be required by the Board of Directors to give a surety company bond for the faithful discharge of his duties in such sum as the Board of Directors may require and such bond shall be deposited as said Board may direct.

Section 6.10 Officer Job Descriptions Refer to Job Description Index, updated annually as needed at the Annual Board Retreat for specific job duties.

ARTICLE VII
AUDIT OF BOOKS OF THE CLUB
FISCAL POLICIES

Section 7.1 Audit. The Board of Directors may cause a third-party review or complete audit to be made of the books of the Club at the request of the Executive Committee or any Director.

The Board of Directors shall appoint a Certified Public Accountant (person, firm, or corporation) or other professional with comparable skills to conduct such an audit or third-party review for the Club. No member of the Board of Directors shall be eligible to serve as Auditor.

Section 7.2. Authorized Signatures. All checks, drafts, notes, bonds, acceptance, deeds, leases, contracts, and other instruments shall be signed by such person or persons as shall be provided by the general or special resolution of the Board of Directors, and in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or a Vice President and countersigned by the Treasurer or the Secretary.

Section 7.3. Facsimile Signatures. The Board of Directors may provide for the execution of checks by the printed, lithographed, or engraved facsimile signature for signatures of the person or persons authorized to sign checks.

Section 7.4. Gifts and Contributions. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise, as allowable under Hawaii Revised Statutes and the Conflict of Interest policy located in Article XII, Section 12.3.

Section 7.5. Fiscal Year. The fiscal year of the Club shall be such as may from time to time be established by the Board of Directors.

Section 7.6. Distribution of Earnings and Assets Upon Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Section 8.1. Authorized Signatures. All checks, drafts, notes, bonds, acceptance, deeds, leases, contracts, and other instruments shall be signed by such person or persons as shall be provided by the general or special resolution of the Board of Directors, and in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or a Vice President and countersigned by the Treasurer or the Secretary.

Section 8.2. Facsimile Signatures. The Board of Directors may provide for the execution of checks by the printed, lithographed, or engraved facsimile signature of signatures of the person or persons authorized to sign checks.

ARTICLE IX

GIFTS AND CONTRIBUTIONS

Section 9.1 Gifts and Contributions. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise.

ARTICLE X

LIABILITY OF OFFICERS AND DIRECTORS

Section 10.1. Exculpation. No Director or Officer of the Club shall be liable for acts, defaults, or neglects of any other Director or Officer, or for any loss sustained by the Club, unless the same has resulted from his or her own willful misconduct, willful neglect or negligence.

Section 10.2. Indemnification. Every Director and Officer shall be indemnified by the Club against all reasonable cost, expenses, and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit, proceeding, investigations, or inquiry of whatever nature in which he or she may be involved as a party of otherwise by reason of his or her being or having been a Director or Officer of the Club, whether or not he or she continues to be such Director or Officer of the Club at the time of the incurring or imposition of such costs, expenses, or liabilities.

Directors and Officers shall not be indemnified by the Club in relation to matters as to which he or she is finally adjudged in an action, suit, proceeding, investigation, or inquiry to be liable for willful misconduct or willful negligence toward the Club in the performance of his or her duties as such Director or Officer.

As to whether or not a Director or Officer is liable by reason of willful misconduct or willful negligence toward the Club in the performance of his or her duties as such Director or Officer, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each Director and Officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and shall incur to the benefit of the legal representation of such person.

ARTICLE XI

COACHING STAFF, CREW, PADDLERS

Section 11.1. Head Coach. The Board of Directors shall elect the head coach/s for the ensuing year at the Annual Board Retreat. He/she shall continue in that capacity until replaced by the Board.

Section 11.2. Authority of Head Coach. The Head Coach/es will have authority over such matters as practice schedules, practice sites, training and practice selection of crews and use of the equipment. He/she may discipline a crew member for acts considered a violation of their rules, including suspension or dismissal from a crew. He/she may select or remove the individual members of his/her coaching staff with Board approval and delegate authority as he/she may deem fair, necessary, or appropriate.

Section 11.3. Financial Indebtedness. The Head Coach or any member of the coaching staff is not authorized to incur any financial indebtedness to the corporation without prior approval from the Board of Directors.

Section 11.4. Competition. No crew or team, representing Kailua Canoe Club, shall be allowed to compete away from the island of Oahu without prior approval of the Board of Directors.

Section 11.5. Selection of Crews and Teams. Crews and teams shall be selected from members on the basis of ability, attendance, and cooperation, at the Head Coach's discretion. Selection of crews and teams shall be nondiscriminatory as required by Article XII, Section 12.1.

Section 11.6. Participation. Only crew and team members in good standing shall be allowed to practice or compete for the Club.

Section 11.7. Suspension and Dismissal. Suspension or dismissal from a crew or team need not necessarily require similar action by the Club.

ARTICLE XII MISCELLANEOUS

Section 12.1. Nondiscrimination There shall be no discrimination within the Club on the basis of race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or handicap. All Club actions and decisions shall also be administered without regard to race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or handicap. This policy shall apply to the selection of crews and teams, membership in the Club, and membership on the Board of Directors and its duly authorized committees.

Section 12.2. The Club strives for consensus; for situations that warrant more formal parliamentary procedure, the Club shall use Robert's Rules of Order.

Section 12.3. Conflict of Interest. It shall be the policy of this Club to comply with the requirements of Hawaii State Law, and to adopt policies against Conflict of Interest. "Conflict of

Interest” shall mean situations where an individual’s judgment or loyalty is or may be affected by his or her own financial, business, property or personal interest. No Director shall vote on any matter in which said Director has an interest. No Officer shall undertake any action on behalf of the Club in which said Officer has an interest unless said Officer has first made written disclosure of the conflict of interest in writing to the Board of Directors and the Board of Directors has given advance approval for said action. All issues relative to a conflict of interest or perception of a conflict of interest shall be determined by the Board of Directors.

Section 12.4. Club Motto and Club Issued Shirts. The Club motto shall be “Pa’a ka waha hana me ka lima” and shall be included on the Club issued shirts. The Club issued shirts shall include the Club logo as approved by the Board of Directors.

ARTICLE XIV **AMENDMENT TO BYLAWS**

These bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of all Board Members present at any meeting of the Board of Directors duly called and held. Notice to the Board Members of such meeting shall be given pursuant to section 5.7 and shall state that a purpose of the meeting is to consider the adoption, amendment, or repeal of the Bylaws.

Notice of the Board Meeting to consider the adoption, amendment or repeal of the Bylaws shall be given to each member of the Club. Such notice shall be given at least two weeks before the day set for such meeting by posting it on the club website; and by mailing it, postage prepaid, addressed to such member at his or her address as it appears on the records of the Club; or by emailing the notice to the member at the email address provided by the member to the Club.

Bylaws of Kailua Canoe Club: Amended pursuant to Article XIV November 19,2022.