

KEAUHOU CANOE CLUB BYLAWS

Revised January, 2007

ARTICLE I NAME AND LOCATION

The name of this organization shall be KEAUHOU CANOE CLUB, hereinafter referred to as the CLUB.

The address of the principal office of Keauhou Canoe Club shall be P. O. Box 390755, Keauhou, Hawaii 96739, and the location of the canoes belonging to the Club is at Keauhou Bay, Kona, Hawaii.

ARTICLE II PURPOSE

Section 1:

The primary purposes of the CLUB are educational and athletic. The CLUB shall strive to revive, develop, and perpetuate Hawaiian culture and traditions through instruction and training in outrigger canoe paddling and related Hawaiian cultural activities.

Section 2:

The CLUB shall not attempt to influence legislation nor participate in any political campaign on behalf of any candidate for public office. The CLUB will not engage in any activities, except to an insubstantial degree that are not in furtherance of the purpose of KEAUHOU CANOE CLUB.

Section 3:

The CLUB is a non-profit corporation organized in accordance with the laws of the State of Hawaii, exclusively for educational and charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue code.

Section 4:

The CLUB does not discriminate against race, color or creed, nor does it tolerate sexual harassment.

ARTICLE III MEMBERSHIP & DUES

Section 1: MEMBERSHIP IN GOOD STANDING

Membership shall be open to any individual interested in reviving, developing and perpetuating Hawaiian culture and traditions through instruction and training.

A Member in Good Standing is a member who has paid all required dues and fees and has discharged all required obligations to the CLUB for the current term of membership and is active participant in CLUB events and activities.

Section 2: VOTING MEMBERSHIP

A voting member is a member in good standing who has attained the age of 18 years as of the date of any CLUB election. All members in good standing from the previous season and new members who pay their dues at the Annual Meeting will have a vote at the Annual Meeting.

Section 3: MAJORITY

Unless otherwise specified, majority means a simple majority of those present.

Section 3: MEMBERSHIP DUES

The Board of Directors shall determine CLUB membership dues and membership shall run from January 1 through December 31. Annual membership dues are due in January. Payment of CLUB fees are due within fourteen (14) days from when a member has started paddling with the CLUB. If a member fails to make payment of the annual dues, or to sign the HCRA waiver, s/he may be barred from further participation in Club practices, races, activities and meetings and use of CLUB facilities until such payment and signing is made.

ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

Section 1: Exception to Liability

Any person who serves as a director or officer of the CLUB without remuneration or the expectation of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person's performance of, or failure to perform, duties of the position to which the person was elected or appointed.

Section 2: Powers

The Board of Directors (BOD) shall manage, direct, and control the activities, affairs, and property of the CLUB. Each elected officer shall be an active member in good standing.

Section 3: Number and Election

The BOD will exercise executive power of the organization. These include the President, Executive Vice President, Treasurer, Recording Secretary, Director of Athletics, and at least five (5) and no more than seven (7) Board Members at Large
The Immediate Past President shall continue to serve as a member of the BOD for one year.

Section 4: Term of Office

The Officers and Directors will hold office for a term of one year, and Officers will not serve for more than three (3) consecutive elected terms in the same office, with Directors at Large limited to two (2) consecutive terms. The Officers and Directors elected shall take office at the annual membership meeting.

Section 5: Vacancies

In the event a vacancy occurs in any office due to a change in status, resignation or otherwise, such office or directorship will be filled in the following manner:

- a. The Executive Vice President shall assume the office of the President of the Board if the Presidency is vacant, or the President is absent.
- b. The President shall appoint replacements for all other vacancies subject to approval by the BOD.

Section 6: Functions and Duties of the Officers of the CLUB are:

- a. **PRESIDENT:** The President shall be the principal executive officer of the CLUB, and shall, in general, supervise, call and preside at all meetings of the members. The President shall act and speak of behalf of the Club and shall be responsible for general administration.
- b. **EXECUTIVE VICE PRESIDENT:** In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President; and shall perform such other duties as from time to time be assigned by the President. The Executive Vice President will represent the CLUB at Moku O Hawaii meetings as the primary MOH representative.

c. **TREASURER:** The Treasurer shall oversee compliance with non-profit laws and regulations, be the Financial Officer, and will supervise the maintenance of all funds of the organization. S/he will provide timely reports, maintain payables and receivables accounts, and provide other duties as prescribed by the BOD and/or Finance Committee.

d. **RECORDING SECRETARY:** The Recording Secretary shall keep minutes of the Board of Directors meetings, General Membership meetings and records of such activities that may require archiving. Additional duties include providing an agenda for Board and General Membership meetings.

e. **DIRECTOR OF ATHLETICS:** The Director of Athletics will be the guide for the Men's, Women's and Junior racing program. S/he will work with the BOD in the selection of coaches for each program, and will present at the beginning of each season, the goals and objectives for the Racing membership of the Club.

ARTICLE V BOARD OF DIRECTORS

DIRECTORS AT LARGE:

Section 1:

The Board of Directors shall consist of the elected officers of the CLUB and at least 5 and not more than 7 elected at-large members.

Section 2:

The at-large members of the Board of Directors shall be active members in good standing and shall be elected for a term of one (1) year and shall not serve for more than two (2) consecutive elected terms.

Section 3:

The At Large Board of Directors will head various committees, as needed.

ARTICLE VI ELECTIONS AND VOTING

Section 1: Nominations

The President shall appoint to a nominating committee, three (3) or more members two months before the annual membership meeting. The nominating committee shall submit the list of nominees with a brief biography to the general membership in good standing at least two weeks prior to the January General Membership meeting.

Section 2:

Nominations may be made from the floor following the report of the nominating committee, provided the nominee has consented to serve if elected.

Section 3:

Should a single slate be presented, the Secretary may be instructed to cast a unanimous ballot. If there is more than one candidate for any office, election shall be by ballot and a majority of all votes cast shall constitute an election. Officers and Directors will be installed at the January General Membership meeting.

ARTICLE VII
MEETING AND GENERAL RULES

Section 1: Meetings

The Board of Directors will hold monthly meetings at a time and place determined by mutual agreement. The President or any two officers/directors may call special meetings. General Membership meetings shall be held annually.

Section 2: Quorum

A quorum for a meeting of the Board of Directors shall consist of at least five (5) directors.

A simple majority of members in attendance at a General Membership meeting will constitute a quorum, consisting of at least twelve Members

Section 3: Action Without a Meeting

Any action required, or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent to such action. Such consent will be indicated in the minutes of the proceedings. Such action will have the same force and effect as a unanimous vote of the officers and directors.

Section 4 Compensation

The officers and directors of the organization will receive no compensation for their services, and may be reimbursed only for expenses related to the business of the CLUB that have been approved by the Board of Directors.

Section 5: Meetings of the General Membership

The annual membership meeting shall be held at the beginning of each calendar year, but no later than the last weekend in January.

Section 6:

Additional general membership meetings may be called by the President, a majority of the Board of Directors, or open petition of five (5) or more members. Notice of these meetings, along with a statement of purpose and an agenda, shall be given at least one (1) week in advance.

Section 7:

A simple majority vote shall decide all questions, other than specified in Article IX.

Section 8:

Books and Records: The Club will keep correct and complete books and records of its accounts, meetings and proceedings, and Board of Directors members will retain possession of all valuable papers and documents of the organization. The BOD will obtain an audit of the Club's financial records by a certified accountant if necessary to comply with the articles of incorporation and non-profit status in the State of Hawaii.

Section 9:

"Roberts Rules of Order, Newly Revised" shall be parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE VIII COMMITTEES

Section 1: Formulation

The organization may, by resolution(s) passed by a majority of the Board of Directors, appoint ad hoc committees for any purpose. Such committees will at all times be subject to the control of the President. Each committee will consist of at least two (2) persons and will have a Chairperson appointed by the Board. Committee terms will be a commitment of one (1) year or until the work of the committee is accomplished.

Section 2: Standing Committees

The President, with the approval of the Board of Directors, shall appoint the Chairs of the following Standing Committees:

- a. Finance & Ways & Means
- b. Race Committee
- c. Membership
- d. Public Relations & Communications
- e. Halau & Grounds
- f. Canoes & Equipment

ARTICLE IX AMENDMENTS

The Bylaws may be amended by a two-thirds affirmative vote of the members voting at any general membership meeting, provided that all proposed amendments shall have been circulated to members at least two weeks (14 days) prior to the meeting, at which time the subject of "Proposed Amendments" shall be included on the agenda. Any amendment to these bylaws will be effective after the designated officers have signed the revised Bylaws.

Notification will consist of an announcement in the CLUB newsletter to be emailed to all members in good standing, and posted on the CLUB bulletin board.