

# KUKUI'ULA OUTRIGGER CANOE CLUB

## BYLAWS

### ARTICLE I

#### *NAME*

The name of this organization shall be Kukui'ula Outrigger Canoe Club, hereinafter referred to as the CLUB.

### ARTICLE II

#### *PURPOSE*

**Section 1** The purpose of the CLUB is:

- A) To perpetuate the Hawaiian culture through training, instruction and competition in Hawaiian outrigger canoe paddling.
- B) To operate exclusively for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501 (c) (3), of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**Section 2** The CLUB shall operate in conformity with these Bylaws and within the Hawaii Nonprofit Corporations Act (Chapter 414D) of the Hawaii Revised Statutes.

**Section 3** None of the earnings of the CLUB may inure to any private shareholder or individual. In addition, the CLUB may not attempt to influence legislation as a substantial part of its activities and it may not participate at all in campaign activity for or against political candidates.

### ARTICLE III

#### *MEMBERSHIP*

**Section 1** Membership shall be open to any individual interested in perpetuating Hawaiian culture and traditions through instruction and training provided by the CLUB, with the primary emphasis being outrigger canoe paddling.

**Section 2** Membership in the CLUB shall consist of the following classes:

- A) **Honorary**—Consisting of those persons who contribute substantially to the building of the CLUB's organization as approved by the Executive Steering Committee (ESC). This would include but not be limited to a substantial financial donation to the CLUB. An Honorary member is not eligible to

vote on any matter to be decided by the assembly. It is expected that these members will be honored in some manner when the club builds a Hale.

- B) **Youth**—Consisting of those members eighteen years of age and under. A youth member is not eligible to vote on any matter to be decided by the assembly.
- C) **Provisional**—Consisting of members who want to learn to paddle an outrigger canoe to determine whether it satisfies their interests and requirements before joining the CLUB as another class of member. A Provisional member is not eligible to vote on any matter to be decided by the assembly. A provisional member may attend up to four practices prior to becoming a paid member of the CLUB.
- D) **Regular**—Competitive dues paying members that do not fit into one of the other categories.

## **ARTICLE IV**

### ***DUES***

**Section 1** Members shall pay annual dues as set by the ESC. Provisional Members may attend up to four practices to decide if they like the sport and wish to continue with the CLUB at which point full payment of membership dues will be paid.

**Section 2** Dues for all classes of Membership shall be set by the ESC at an ESC meeting of the newly elected ESC members at least three weeks prior to the beginning of the new season.

**Section 3** Payment of annual dues shall be made to the Treasurer of the CLUB prior to receiving any of the CLUB's privileges and services, including participation in canoe races. See *Appendix A: Dues Fee Structure*.

**Section 4** The membership fiscal year shall run from 01Jan to 31Dec.

**Section 5** When the amount of the dues is changed for one or more classes of member by the ESC, it shall become effective thirty (30) days after notification.

**Section 6** The ESC may authorize a partial waiver of dues, or payment in kind, or a scheduling of payments for an individual requiring financial assistance. See *Appendix A: Dues Fee Structure*

**Section 7** Membership dues paid by each class of member are considered to be a non-refundable donation to the CLUB.

**Section 8** The following club positions are exempt from paying dues: Directors, President, Vice President, Treasurer, two Secretaries (Recording and Corresponding), Sergeants at Arms (wahine and kane) Head Coach, Men's Coach, Women's Coach, Novice Coach

## **ARTICLE V**

### **OFFICERS**

**Section 1** The officers of the CLUB shall be President, Vice President, Recording Secretary, Correspondence Secretary, Treasurer, and Sergeants at Arms (Wahine and Kane)

**Section 2** All Officers shall be elected for a term of one year. Newly elected officers shall assume their duties upon completion of election process (See Article VIII—Elections).

**Section 3** The duties of the officers of the CLUB are as follows:

- A) The President shall be the Executive Officer of the CLUB and will preside at all General Membership and Executive Steering Committee meetings. He or she shall have general supervision over the business affairs and activities of the CLUB. The President shall also perform such other duties as are customarily associated with the office of President or as he or she may be directed to perform by direction of the Board of Directors being consistent with these Bylaws. The President shall represent the CLUB at all Kauai Outrigger Association (KOA) or Council of Clubs meetings.
- B) The Vice President shall assume the duties of the President in his/her absence and shall be responsible for all CLUB meetings and functions during the time of his/her absence. All Committee Chairpersons will report their Committee's status to the Vice President.
- C) The Corresponding Secretary shall keep the minutes of all meetings and report the minutes to the officers and Board members. The Corresponding Secretary will also be responsible for notifying Board members and members of the scheduled meetings. The Corresponding Secretary shall attend to all correspondence of the CLUB. The Corresponding Secretary shall serve as backup to Recording Secretary in his/her absence.
- D) The Recording Secretary shall maintain a current list (club roster) of the names and addresses of all CLUB members. The Recording Secretary will also have all registration forms, waivers, etc. of all CLUB members organized, and manage all registration of CLUB members for long distance races and regatta. The Recording Secretary will maintain the club regatta book and HCRA registrations. The Recording Secretary may appoint such assistants as required to help in the described duties. The Recording Secretary shall serve as backup to Corresponding Secretary in his/her absence.
- E) The Treasurer shall be custodian of the funds of the CLUB and will:
  - 1. Collect all annual dues and other revenues of the CLUB
  - 2. Deposit all monies in a financial institution approved by the ESC.
  - 3. Prepare checks and vouchers for the disbursement of the funds for payment of authorized expenditures of the CLUB.
  - 4. Prepare and submit to the ESC a financial statement showing the financial condition of the CLUB at such time as determined by the ESC. This report shall include the income received, source of income and all disbursements. The Treasurer will also be the primary point of contact for the CLUB bookkeeper and/or accountant.

5. Prepare and submit to the general membership at its Annual Meeting a financial report of the CLUB covering the previous membership year.
6. All checks prepared by the Treasurer to disburse CLUB funds shall be approved by the President or Vice President when the amount exceeds \$350. The ESC shall vote to approve any expenses over \$1000.
7. The Treasurer may appoint such assistants as required to properly collect the funds derived from any authorized fund raising activity of the CLUB.
8. The Sergeants at Arms are responsible for preserving order within the club, and ensuring bylaws and club traditions are respected and adhered to. The Sergeants at Arms are not voting members of the Board.

**Section 4** Should a vacancy of an office occur for any reason, the vacancy shall be filled through the appointment by the ESC for the remaining term of the office except that a vacancy in the office of the President shall be filled by the Vice President.

## **ARTICLE VI**

### ***BOARD OF DIRECTORS***

**Section 1** Elected Directors shall serve a term of three years, which is renewable.

**Section 2** The immediate past President, if not currently serving as an officer of the CLUB, will automatically become an ex-officio Director without voting privileges. The immediate past President can be elected to the Board with full voting privileges.

**Section 3** There shall be a minimum of three and a maximum of six Directors. A vote of the General Membership will be held at the Annual Meeting to vote in new Directors if necessary.

**Section 4** Members must be in good standing with the CLUB and meet the following criteria in order to be eligible for election as a Director: Member for previous three consecutive years, or past Officer of the CLUB.

**Section 5** The purpose of the Board of Directors is to jointly oversee the activities of the CLUB and to provide guidance and continuity of leadership to the CLUB.

**Section 6** Only one member of an immediate family may serve on the Board of Directors at one time.

## **ARTICLE VII**

### ***EXECUTIVE STEERING COMMITTEE***

**Section 1** The Executive Steering Committee shall be made up all of the Officers and Directors of the CLUB. They shall have general charge, direction and control of the affairs, programs, funds, and

properties of the CLUB. The Head Coach is an unofficial member of the ESC and does not have voting privileges unless he/she also serves as Officer or Director of ESC.

**Section 2** A quorum for a meeting of the ESC shall consist of at least five Officers and Directors meeting in person or electronically. There shall be no voting by proxy. The ESC shall meet at least quarterly. Repeated or excessive absence by any Officer or Director without valid excuse may subject such Officer or Director to disciplinary action by the remaining ESC members to include suspension or dismissal from the Board. Additional meetings shall be held upon the call of the President or by petition of at least two ESC members.

**Section 3** The ESC shall govern all questions of construction and interpretation of these bylaws, subject to the action of a majority of the members present at a General Membership Meeting.

## **ARTICLE VIII**

### ***ELECTIONS***

**Section 1** The Recording Secretary shall request nominations for Officers and Directors (if required) at least three (3) weeks prior to the Annual Membership Meeting. Secretary is to email the list of all nominations to the membership at least five days prior to the GMM. A slate of at least one nominee for each office and Directorship (as required) shall be presented at the Annual Membership Meeting. Additional nominations may be made from the floor at the Annual Membership Meeting. All nominees must be willing to accept the duties of the proposed office.

**Section 2** Should a single slate be presented, the Secretary may be instructed to cast a unanimous ballot. If there is a quorum of 25% (see Article X, Section 3) of the active membership present at that meeting the vote takes place at that meeting. If there is not a quorum at that General Membership Meeting, or there is more than one candidate nominated for any office, voting shall be by confidential email ballot. Election shall be by plurality vote sent and counted within five days of the General Membership Meeting. The results of the elections shall be emailed by the Secretary to the general membership immediately upon final count.

**Section 3** Election of officers shall precede the election of Directors. The nominations of Directors shall remain open until election results are announced.

**Section 4** The ESC shall appoint two members to a Committee of Elections whose function shall be to conduct all elections and to ensure a fair and equitable electoral process.

**Section 5** Qualification to be nominated to an elective office requires paid-up membership in the current year and be a member in good standing.

**Section 6** A member must be in good standing in order to be eligible to vote.

## **ARTICLE IX**

### **COMMITTEES**

The ESC shall appoint the chairmen of eight standing committees. The standing committees of the club and their duties and responsibilities are:

- A) **Recruiting**—Recruits new members. Produces recruiting flyers and other publications, provides notice to media, etc.
- B) **Fundraising**—Responsible for all fund-raising activities of the CLUB.
- C) **Buildings and Grounds**—Responsible for the CLUB premises and facilities.
- D) **Canoes and Equipment**—Responsible for the repair and maintenance of canoes and equipment.
- E) **Education**—Responsible for developing a continuing program of instruction in the Hawaiian culture and outrigger canoe paddling. It is the goal of this committee to provide instruction in a variety of topics including but not limited to:
  - 1. Navigation, wind, currents, and swells
  - 2. Voyaging and open water paddling
  - 3. Canoe Rigging and Canoe Terminology
  - 4. Hawaiian history and language
- F) **Historian/Publicity/Website Manager**—Responsible for keeping a record of club events, races and placing by crews. Taking photos posting on website and/or club Facebook page or other online venues and submitting pictures and articles to newspaper as needed.
- G) **Safety**—Responsible for developing a continuing program of instruction in safety awareness and emergency procedures.
- H) **Transportation and Logistics**—Responsible for coordinating movement of canoes and equipment for races, etc.

## **ARTICLE X**

### **MEETING OF THE GENERAL MEMBERSHIP**

**Section 1** The Annual Membership Meeting shall be held no later than October 31, at a date to be decided upon by the ESC. It is the CLUB's intent to have the outgoing and incoming president attend the Kauai Outrigger Association (KOA) Annual Meeting (usually held the first Saturday in November).

**Section 2** Additional General Membership Meetings may be called by the President, or by a majority of the ESC or by an open petition of ten or more members. Notice of these meetings, along with a statement of purpose and an agenda, shall be given at least one week in advance by those organizing said meeting to the President and Vice President.

**Section 3** A quorum shall consist of twenty-five percent (25%) of active members. An active member is a paddler officially registered with Kukui'ula Outrigger in the HCRA registration system.

**Section 4** A simple majority vote shall decide all questions, other than specified in Article XII.

**Section 5** "Robert's Rules of Order Revised" shall be parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

## **ARTICLE XI**

### **MISCELLANEOUS**

**Section 1** **Colors**—The CLUB colors shall be Blue and Green.

**Section 2** **Discipline**—It is the policy of the CLUB that every member has the right to quiet enjoyment of CLUB privileges without fear of harassment or abuse. No member has the right to insult, threaten, or verbally assault another member, his guests, or visitors to the CLUB.

- A) Each member shall be subject to discipline by the ESC. Disciplinary action may include suspension of CLUB privileges, fines, or expulsion from the CLUB for any violation of any rule or Bylaw of the CLUB and for any other reason satisfactory to the ESC. The ESC will have sole discretion on interpretation of a serious infraction and subsequent disciplinary action.
- B) It is the policy of the CLUB that no illegal drugs will be tolerated.

**Section 3** **Liability**—Each member may be liable for any damage which he/she, or his/her guest(s) may cause to the CLUB property including canoes, paddles, etc., and the amount of same shall be billed to him/her as determined by the ESC.

**Section 4** **Waiver of Claims**—An essential requirement to become a member or guest of the CLUB, or 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 while operating CLUB equipment.

**Section 5** **Privacy of Members**—No petitions other than those mentioned in these Bylaws shall be circulated, no subscriptions other than for non-sectarian charities or welfare approved by the ESC 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 his permission on the CLUB premises.

**Section 6** **Guests**—Any member in good standing may bring guests to the CLUB site and premises, excluding persons who have been suspended or expelled by the CLUB, provided such guests are accompanied by the member.

**Section 7** **Storage of Equipment**—No property not belonging to the club shall be stored on CLUB premises without the consent of the ESC.

**Section 8** **Posting of New Rules and Regulations**—All rules and regulations of a permanent or temporary nature shall be posted on the bulletin board of the CLUB, or other conspicuous place on Club premises, or posted electronically on the CLUB website.

**Section 9** Dissolution of the CLUB—In the event that the CLUB is dissolved by circumstances or by a decision of the membership, the assets remaining after all of the CLUB’s employees’ wages, taxes, and other debts have paid will be sold for cash. The cash derived from this sale will be donated to a tax exempt [501 (c) (3)] charitable organization actively operating on Kauai, Hawaii.

## **ARTICLE XII**

### ***AMENDMENTS***

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Executive Steering Committee. Once amended the revised Bylaws shall be presented to the general membership for approval. A simple majority of all active members (as defined in Article X above) is required for adoption.

## **ARTICLE XIII**

### ***ELECTRONIC VOTING***

Voting can be done by email, text, or other electronic devices. A club Secretary shall keep a record of all electronic voting.

## APPENDIX A: DUES FEE STRUCTURE

1. **Membership Dues:** \$155 for the entire season:
  - A. For returning paddlers, the dues are to be paid at beginning of paddling season.
  - B. For new paddlers, fees are due after 4 practices, to make sure they really want to commit. Nobody races until dues are paid.
  - C. If a paddler races with the club for a specific individual race, but does not practice regularly with the club for at least a month, they are considered a guest of the club and only required to pay race fees.
  - D. An Extended Payment Plan is made available to those with financial hardship, to be approved by the ESC.
    - i. Extended Payment Plan:
      - a) First payment of \$55 is due immediately for returning paddlers, after four (4) practices for new paddlers.
      - b) Subsequent payments of \$50 are due monthly, on the 1<sup>st</sup> of the month until paid in full.
  - E. If member passes one bad check, club will no longer accept check for payment for remainder of the year. Multiple bad checks will result in permanent requirement for cash only payment and possible disciplinary action.
2. **Late Joiners:** Paddlers joining the club after regatta season
  - A. Dues shall be \$55 due upon joining.

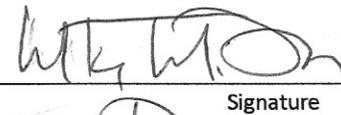
**BYLAWS REVISIONS**

Bylaws Revised on: January 7, 2016 Bylaws Adopted on: January 16, 2016

Signed as Director

Marvin Otsuji   
Print Name Signature

Signed as Director

Mark McDonald   
Print Name Signature

Signed as Director

Kennie Denton   
Print Name Signature

Signed as Director

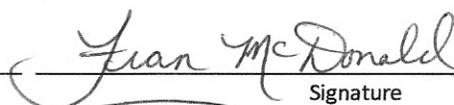
Mark Jacobson   
Print Name Signature

Signed as Director

Denise Morrison   
Print Name Signature

\*\*\*\*\*

Signed as Officer

Fran McDonald, President   
Print Name Signature

Signed as Officer

John S. Rollins, Vice President   
Print Name Signature

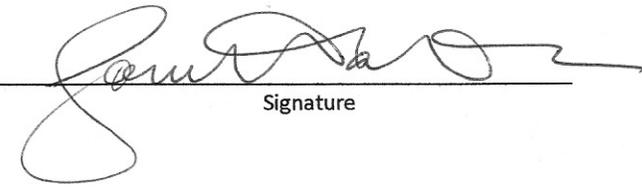
Signed as Officer

Cynthia Dazzi, Treasurer   
Print Name Signature

Signed as Officer

Sara Watson, Corresponding Secretary   
Print Name Signature

Signed as Officer

Janet Nathanson, Recording Secretary   
Print Name Signature