

KIHEI CANOE CLUB
BYLAWS
(November 2011)

ARTICLE I
NAME

This organization's name is the KIHEI CANOE CLUB, hereinafter referred to as the CLUB, a non-profit 501(C)(3) corporation.

ARTICLE II
PURPOSE

Section 1. The Kihei Canoe Club's primary purpose is educational as well as to maintain the Hawaiian culture. The mission of Kihei Canoe Club is to revive, develop, perpetuate and promote the Hawaiian traditions. This will be accomplished through educational, recreational, cultural and competitive Hawaiian outrigger canoeing programs for youth and adults, in a safe, healthy and nurturing environment. Our vision is to have our ohana be recognized as a world class canoe club, by promoting the Hawaiian culture, traditions and the development of our youth as future leaders.

Section 2. The Club will not engage in any activities that are not in furtherance of the purposes of KIHEI CANOE CLUB. The Club operates in conformity with these bylaws and with the Charter of Incorporation as filed with the Department of Regulatory Agencies, State of Hawaii.

ARTICLE III
COLORS

The Club colors are Red and Gold.

ARTICLE IV
MEMBERSHIP

Section 1. Membership is open to any individual without regard to race, color, religion, sex, national origin, marital status, age, or handicap.

Charter - Charter members are those persons who were members of the Club at the time of its incorporation. Charter members are subject to the same racing restriction applicable to Regular members in the following paragraph.

Regular – Regular members are all adult members with dues paid for the current year. Regular members who race for the club in the MCHCA regatta or long distance season may not hold membership in any other HCRA club. Regular members who transfer to another club for the sole purpose of racing in the long distance season will retain full membership privileges except having only their racing privileges for Kihei Canoe Club suspended until such time as the transfer is reversed in the HCRA database.

Youth – Youth members are all members [18] years of age and under with current dues paid. Youth members are subject to the same racing restriction applicable to Regular members in the previous paragraph.

Lifetime – Lifetime members are any Regular or Charter members who have paid lifetime dues.

Honorary – Honorary members are those persons who are distinguished by their contribution to the perpetuation of the ideals, traditions and development of the KIHEI CANOE CLUB. Honorary members are entitled to lifetime membership and are exempt from paying club dues. The Board of Directors selects candidates for Honorary Membership and they are approved by majority vote of the members present at any general membership meeting. Honorary members are subject to the same racing restriction applicable to Regular members.

ARTICLE V **DUES**

Section 1. Total payment of annual dues is made to the Treasurer of the Club. The membership year is from January 1 to December 31. Annual dues must be paid in order to be a member with full privileges.

Section 2. The Board of Directors decides on the amount of dues. No raise in dues is effective until thirty days after the notice thereof is posted or mailed to the members affected.

Section 3. The Board of Directors may authorize a full or partial waiver of dues for any individual requiring financial assistance.

Section 4. Membership fees (“dues”) are non-refundable.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. The Board of Directors consists of eleven (11) adult members.

Section 2. All members of the Board of Directors are elected for a term of two years. In order to provide continuity, six (6) directors will be elected in even numbered years and five (5) directors will be elected in odd numbered years.

Section 3. All newly elected members of the Board of Directors take office on January 1, but following election, shall meet regularly with the current Board to ensure a smooth transition of duties. The Board of Directors appoints the officers, President, Vice-President, Secretary, Treasurer and MCHCA Representative at their first meeting as a new board.

Section 4. The Board of Directors is responsible for operating, directing, control of the funds and properties of the Club. The Board also develops and interprets the Club bylaws, subject to the approval of a majority of the members present at any general membership meeting.

Section 5. Should a vacancy occur, the vacancy is filled through appointment by the Board of Directors for the unexpired term of such director. Any member of the Board of Directors that does not attend three (3) consecutive board meetings without excuse, may be removed from office, and a new member will be appointed, as provided for above. Any Board member can be removed from office by a vote of seven (7) of the ten (10) other Board members. A quorum for a meeting of the Board of Directors shall consist of eight (8) Directors. The Board shall meet at

least once every three (3) months or whenever deemed necessary. Additional meetings shall be held upon the call of the Club President, the Board Chairperson, or by petition of at least two (2) Directors.

Section 6. Prior to the end of the current fiscal year the Board will vote and approve an operating budget for the subsequent fiscal year.

The Board of Directors chooses the Club's bank(s). Two (2) signatures are required on each check over \$1,000.00, one of which shall be the Club's Treasurer, and the Board shall designate other members of the board of directors as signators. All checks \$999.99 and under only the Club Treasurer is required to sign. For all expenditures over \$1,000.00, advance Board of Director approval is required.

Section 7. A phone vote or e-mail vote of the Board of Directors may be held for matters requiring attention prior to the next scheduled Board meeting. For a phone vote or e-mail vote of the Board of Directors to be valid, the Secretary must contact each Director and obtain their vote on the matter presented. Once all votes are recorded and tabulated, the Secretary may act in accordance with decision of the Board or direct another Director, member or person to do so. In the event a Director cannot be reached, a final tabulation cannot be completed and the issue will remain pending until all Directors have been given the opportunity to cast a vote.

At the next scheduled Board of Directors meeting, the Secretary shall present the motion that was voted upon, summarize the position of each Director and record the vote in the minutes of the Board of Directors meeting.

Section 8. There is no discrimination on the basis of race, color, religion, sex, national origin, marital status, age, or handicap, with regard to hiring, assignment, promotion or other conditions of staff employment, use of volunteers, or delivery of client services. All other personnel actions in such areas as compensation, benefits, social and recreational programs, and other Club sponsored activities will also be administered without regard to race, color, religion, sex, national origin, marital status, age, or handicap. This policy applies to membership of the Club's governing body and its duly authorized committees. No two (2) or more members of a family or relatives of the first or second degree will be employed or under contract with this organization, or serve on the Board of Directors unless specifically permitted in writing by the Board of Directors. Any issue relative to a conflict of interest, or perception of a conflict of interest, will be determined by the Board of Directors. The Board of Directors serves without compensation for Board of Director related duties. Board members may receive compensation for non-Board of Director duties performed for the club i.e. positions funded by a program grant executed by the Club.

ARTICLE VII **OFFICERS**

Section 1. The officers of the Club are: President, Vice-president, Secretary, Treasurer and MCHCA Representative.

Section 2. The Officers are appointed for a term of one (1) year, and will not serve for more than three (3) consecutive appointed terms in the same office. The Officers take office in January.

Section 3. The duties of the Officers of the Club are as follows:

The President is the executive officer of the Club who presides at all general meetings of the members and of the Board of Directors. He/she has general supervision over the business affairs and activities of the Club. The President performs other duties which customarily pertain to the office of the President, or as he/she may be directed to perform by the Board of Directors, provided it is not inconsistent with these bylaws.

The Vice-President assumes the duties of the President in his/her absence or at his/her removal from office. The Vice President shall oversee all committees of the Board of Directors.

The Secretary keeps the minutes of all meetings and maintains a current list of the names and addresses of all members. The Secretary is also be responsible for notifying members of meetings and attends to all correspondence of the Club.

The Treasurer is the custodian of the assets of the Club and will: Collect all annual dues and other revenues of the Club. Deposit all monies in a financial institution approved by the Board of Directors. Prepare and sign all checks and vouchers for the disbursement of funds for payment of authorized expenditures of the Club in accordance with Generally Accepted Accounting Principles (GAAP). Prepare and submit to the Board of Directors a financial statement showing the financial condition of the Club as requested by the Board. This report includes the income received, source of income and all disbursements. Prepare and submit to the general membership in January an annual financial statement of the Club covering the previous membership year. The Treasurer may be bonded for carrying out his/her duties in such sum and with such sureties as determined by the Board of Directors.

The MCHCA Representative represents the Club at all MCHCA meetings and any other meetings as directed by the Board of Directors.

Section 4. If a vacancy occurs because of death, resignation or removal of an Officer, the vacancy will be filled through appointment by the Board of Directors for the unexpired term of the Officer, except that a vacancy in the office of President will be filled by the Vice-President.

Removal of Officers occurs when three (3) Board meetings are missed and/or dereliction of duties as prescribed above.

ARTICLE VIII **ELECTIONS**

Section 1. The President appoints a Nomination Committee of three (3) members at least 30 days prior to the annual membership meeting. They prepare and present a slate of at least one (1) nominee for each vacancy, to the membership at the annual membership meeting. Additional nominations from the floor are subject to acceptance by the respective nominees.

Section 2. 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 board position, election shall be by plurality vote.

Section 3. The Nomination Committee shall appoint a Committee of Elections whose function shall be to conduct all elections and to ensure a fair and equitable electoral process.

Section 4. All members 14 and older whose dues are fully paid for the current year are eligible to vote without restriction in all Club elections and referendums. All honorary members are included in this group.

ARTICLE IX
COMMITTEES

Section 1. The President appoints the chairperson of the standing committees. The standing committees of this Club and their duties and responsibilities are:

Membership – Recruit new members and register all members with the Club.

Fundraising – Responsible for all fundraising activities of the Club.

Buildings and Grounds – Responsible for the maintenance of Club premises.

Canoes and Equipment – Responsible for the Club’s canoes and related equipment, their maintenance, procurement and construction. The Club’s coach will be a member of the Canoe Committee.

Education – Development of a continuing program in instruction in Hawaiian Culture and related paddling topics.

Policy – Responsible for the collection, organization, and maintenance of all the Club’s policies and rules in organized accessible documents. The Club Secretary will chair this committee. Every two years this committee will do By-laws review and or update if necessary.

ARTICLE X
DISCIPLINE

Each member is subject to discipline by the Board of Directors for each violation of any rule or by-law of the Club. Consequences of disciplinary action are: fine, suspension, or expulsion (as defined below). A member can be disciplined after a two-thirds (2/3) vote of the Board.

Fine – Monetary as set by the Board of Directors.

Suspension – Temporary termination of all the rights and privileges of membership in the Club as determined by the Board of Directors.

Expulsion – Termination of the right to be or become a member of the Club.

ARTICLE XI
MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. The annual membership meeting will be held in November, for the purposes of conducting elections. An awards banquet will be held immediately thereafter.

Section 2. General membership meetings will be held all year round. Notice of these meetings will be mailed or posted and agenda items should be directed to the Secretary.

Section 3. Business of the Club, including the election of members of the board of directors, may be accomplished by a majority of the voting members present at any duly called membership meeting or who participate through a validly submitted absentee ballot.

Section 4. *Robert's Rules of Order, Revised* will be the parliamentary authority for all matters not officially covered by these bylaws.

ARTICLE XII
AMENDMENTS

These bylaws may be amended by the affirmative vote of a majority of the voting members present at any meeting duly called for that purpose.

ARTICLE XIII
GUESTS

Any member in good standing may bring guests, excluding persons who have been suspended or expelled, to the Club, provided such guests are accompanied by the member.

ARTICLE XIV
LIABILITY

Each member will be held liable for any damage which he/she or his/her guests may cause to the Club property, and shall be liable for the damage amount, which will be billed to him/her when ascertained.

ARTICLE XV
PRIVACY OF MEMBERS

Unless approved by the Board of Directors, Club members cannot circulate petitions, other than those mentioned in these bylaws, nor can they sell tickets for non-sectarian charities on Club premises. No political or sectarian demonstrations can be conducted at the Club. No member or guest can be approached on outside business matters on Club premises, unless the member gives his/her permission.

ARTICLE XVI
STORAGE OF EQUIPMENT

Property not belonging to the Club will not be stored on Club premises without the consent of the Board of Directors.

Rental of one-man canoe hale storage space will be made available with a priority given to current Club members, for a fee to be determined by the Board of Directors.

ARTICLE XVII
WAIVER OF CLAIMS

Club members, guests, or persons wishing to secure entry to the Club premises must sign a waiver relieving the Club of all claims of every nature arising from injury or damage of any kind while on the Club premises or arising in any manner from Club activity.

ARTICLE XVIII
POSTING RULES AND REGULATIONS

Any and all rules and regulations adopted by virtue of these bylaws will be posted on the bulletin board of the Club or other conspicuous place on the Club premises.

ARTICLE XIX
COACH AND COACHING STAFF

Section 1. The head coach will be selected by a two-thirds (2/3) agreement of the Board of Directors, and is responsible to the Board of Directors.

Section 2. The head coach can only be removed by a two-thirds (2/3) vote of the Board of Directors.

Section 3. The head coach recommends individuals he/she would like to have serve as assistant coaches as well as a coaching structure the head coach deems necessary to the successful coaching of the members to the Board of Directors for their approval.

Section 4. Persons recommended by the head coach to serve as assistant coaches must be approved by a two-thirds (2/3) agreement of the Board of Directors and can only be removed by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XX
ADOPTION OF BYLAWS

We, the undersigned, having executed the Petition of Charter of Incorporation of KIHEI CANOE CLUB, hereby adopt the foregoing as the bylaws of the Corporation on this 8th ay of November 1979. These bylaw were revised on January 9, 1985, January 19, 1991, July 27, 1992, January 6, 1998, January 15, 2000, November 17, 2001, and November 30, 2002, November 22, 2003, December 19, 2005, November 5, 2011.

PRESIDENT

VICE PRESIDENT

SECRETARY

TREASURER

MCHCA REPRESENTATIVE

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER