

# BY-LAWS OF PU'UWAI CANOE CLUB

## ARTICLE I

### PRINCIPAL OFFICE: SEAL

Section 1.1. Name. The name of this corporation shall be HUI O MANA KA PU'UWAI (hereinafter "Pu'uwai Canoe Club"), a nonprofit organization.

Section 1.2. Principal Office. The principal office of Pu'uwai Canoe 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 corporation (including meetings of the Board of Directors) shall be held at the principal office of the corporation, unless some other place is stated in the call. Any meeting, regular or special, of the Board of Directors may be held by conference telephone call or by similar communication equipment so long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at the meeting.

Section 1.4. Seal. Pu'uwai Canoe Club shall not have a corporate seal.

## ARTICLE II

### PURPOSES AND NONPROFIT CHARACTER

Section 2.1. Purposes. The purposes of Pu'uwai Canoe Club shall be to:

- A. Engage in, promote, encourage participation in, and provide education and instruction in Hawaiian and Polynesian culture through outrigger canoeing and other related activities;
- B. Foster, encourage and promote interest in the sport of and science of outrigger canoe racing and outrigger canoeing in the State of Hawaii;
- C. Encourage, maintain and perpetuate authentic Hawaiian Outrigger Canoe Racing and preservation of Hawaiian Koa Outrigger Canoes;
- D. Promote competitive inter-club, inter-island, national, and international Hawaiian Outrigger Canoe Racing, including Outrigger Canoe Regattas and races as may be decided upon by its Board of Directors/Club Officers.
- E. This organization is organized exclusively for public charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

Section 2.2. Nonprofit Character. The corporation shall be a nonprofit corporation, and any net income or earnings which may be derived from its operations, in pursuance of the purposes of the corporation, shall not be distributed to any member, director, officer of the corporation, or to any private individual, but shall be used to promote the purposes of the Nonprofit Corporation Status.

## ARTICLE III

### MEMBERSHIP

Section 3.1. Classification. Pu'uwai Canoe Club shall have two (2) classes of members. The designation of such classes shall be as follows:

A. Members

B. Affiliate Members

Section 3.2. Application for Membership. All applications for membership in Pu'uwai Canoe Club shall be submitted to the Secretary in writing, who shall report it at the next regularly scheduled meeting of the Board of Directors/Club Officers. The application shall be considered without regard to race, creed, color, religion, sex, orientation or national origin.

Section 3.3. Admission to Membership. Every qualified applicant eligible for membership shall be admitted as a member of Pu'uwai Canoe Club upon the affirmative vote of the Board of Directors/Club Officers or such other manner as the Board of Directors may decide. The application shall be considered without regard to race, creed, color, religion, sex, orientation or national origin.

Section 3.4. Termination of Membership. Membership may be terminated or suspended upon failure to pay the specified dues within three (3) months after they become due. Membership may be terminated or suspended for due cause, after notice in writing and an appropriate hearing, by an affirmative vote of a majority of the Board of Directors/Club Officers at a meeting duly called to consider such termination or suspension.

Section 3.5. Resignation of Membership. Any member may resign from Pu'uwai Canoe Club by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, race fee's or other charges previously incurred and unpaid.

Section 3.6. Reinstatement of Membership. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the Board of Directors/Club Officers, reinstate such former member to membership upon such terms as the Board of Directors/Club Officers may deem appropriate.

Section 3.7. Transfer of Membership. Transfers into or out of Pu'uwai Canoe Club from or to other clubs shall be in a manner consistent with the policy of the Hawaiian Canoe Racing Association.

Section 3.8. Dues. All members of Pu'uwai Canoe Club shall pay dues. The annual dues shall be set by the Board of Directors/Club Officers. All dues for the next year are payable to the Treasurer or his assignee at the annual meeting proceeding the following season. Dues for new members shall become payable upon admittance to membership.

Section 3.9. Affiliate Members. Affiliate members shall have all rights and obligations of membership except that they shall not be entitled to vote

## ARTICLE IV

### MEETINGS

Section 4.1. Annual Meeting. The annual meeting of Pu'uwai Canoe Club shall be held in January of each year, or if the annual meeting cannot be held at that time, then on any other date designated by the Board of Directors.

Section 4.2. Board of Directors Meetings. The Board of Directors 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 no further notice thereof shall be required.

Section 4.3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the corporation or by any three (3) directors.

Section 4.4. 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 directors of the meeting by word of mouth or by telephone, Email or by leaving written notice thereof with the directors at their residences or usual place of business. Such written notice shall be non-register mailed prior to the date of the meeting. Non-receipt by a director of any written notice or Email of a meeting mailed to such director shall not invalidate any business done at the meeting while a quorum is present. Any director may, prior to, at the meeting, or subsequent thereto waive notice of any meeting in writing, signed by him. Written notice to members of the annual meeting shall be given before the day set for the meeting. Such notice shall be given by publication in a newspaper of general circulation or by mailing or Email to each member of Pu'uwai Canoe Club, postage prepaid, non-registered mail, addressed to each member at his/her address as it appears in the records of Pu'uwai Canoe Club. If notice is given pursuant to the provisions of this section, the failure of any member to receive actual notice of the annual meeting shall in no way invalidate the meeting or any proceeding thereof.

Section 4.5. Notice Unnecessary. The presence at any meeting of any director or member shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting. Any director or member may, prior to, at, or subsequent to any meeting waive notice of any meeting in writing, signed by him.

Section 4.6. Quorum. Except as otherwise provided by law or by these By-Laws or by the Charter of Incorporation, action taken by the majority of members present at their annual meeting, or directors present at Board of Directors meetings, of which proper notice has been given shall be valid and binding upon Pu'uwai Canoe Club. Any act or business must receive the approval of a majority of such quorum to be affirmed.

Section 4.7. Voting. Each adult member shall be eligible to vote after a one year membership from the date of acceptance to the club and having one vote at the annual meeting; all Coaches, Officer, and Board of Directors shall be eligible to vote. One youth member, duly authorized by the 'Opio Program's Coach or elected by the youth, shall have one vote at the annual meeting only to represent their 'Opio Program. By vote at the annual meeting the members shall elect the Board of Directors and Officers, subject to eligibility requirements, for the following season. Affiliate Members shall have no vote.

Section 4.8. Adjournment. Any meeting of members or directors, whether annual or special, may be adjourned from time to time without notice other than the announcement at the meeting. Such adjournment may be to such time and place as shall be determined by a majority of the members or directors present. At any such adjourned meeting, any business may be transacted which might have been transacted at the original meeting as originally called.

Section 4.9. Action by Consent. Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the meetings of the Board of Directors. Such consent shall be treated as a vote of the Board of Directors for all purposes.

Section 4.10. Temporary Vacancies, Substitute Director. If any temporary vacancy shall occur in the Board of Directors through the absence of any director from the State of Hawaii or the sickness or disability of any director, the remaining directors, whether constituting a majority or a minority of the whole Board, may by the affirmative vote of a majority of such remaining directors appoint some person as a substitute director, who shall be a director during such absence, sickness, or disability and until such director shall return to duty or the office of such director shall become permanently vacant.

Section 4.11. Proxies. Voting by proxy or absentee shall not be permitted at the annual meeting of members, the meeting of the Board of Directors nor at any meetings of committees, boards, or bodies created by the Board.

## ARTICLE V

## BOARD OF DIRECTORS, OFFICERS, AND MANAGEMENT

Section 5.1. Board of Directors. There shall be a Board of Directors of the corporation, consisting of five (5) directors, who shall be elected by a majority vote of the members present at the annual meeting. The term of office of each original director shall be 10 years, 1991 through 2000. Thereafter, the term of each director shall be 1 year or until replaced unless such member provides a written Letter of Resignation to the club secretary. To be eligible to serve on the Board, a person must have completed membership with Pu'uwai Canoe Club for at least 6 full calendar years. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, even if the majority is less than a quorum of the Board of Directors. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of the director's predecessor in office. There shall be no Proxy's allowed.

Section 5.2. Appointment, Term, and Removal. The officers of Pu'uwai Canoe Club shall be a President, a Vice President, a Secretary, a Treasurer, and at the discretion of the Board of Directors/Club President, such other officers with such duties as the Board of Directors shall from time to time determine. The Club officers shall be elected at the annual meeting by the membership, the term of office will be from the close of the annual January meeting until the close of the annual meeting the follow year. Unopposed Officers shall be deemed to be automatically reelected in their position, unless such member provides a written letter of resignation to the club secretary. Any person may hold more than one (1) office provided that there shall be at least two (2) persons as officers of the corporation. The Board of Directors may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it, including removing any officer at its discretion.

(a) Powers. The Board of Directors shall manage the property and business of the corporation and shall have and may exercise all of the powers of the corporation except such as are reserved to, or may be conferred from time to time by law or by the Charter of Incorporation and any amendments thereto or by the By-Laws, the members of the corporation and to ensure the long term preservation of the club.

(b) Committees. Pursuant to Chapter 415B, Hawaii Revised Statutes, the Board of Directors/Club Officers may create and appoint such general or special committees of any kind as the business of the corporation may require and define the authority and duties of such committees.

(c) Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general or for any special purpose of the corporation.

(d) Procedure. The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these By-Laws.

Section 5.3. The President. The President shall be the Chief Executive Officer of Pu'uwai Canoe Club. He shall preside at all meetings of the members and in the absence of the Chairman of the Board of Directors, or if no Chairman of the Board of directors shall have been appointed, the President shall preside at all meetings of the Board of Directors. The President may call annual meetings, as provided by these By-Laws. Subject to the discretion and control of the Board of Directors, the President shall have the general management, supervision, and control of all of the property, business, and affairs of the corporation, and shall exercise such other powers as the board may from time to time confer upon him. Despite anything to the contrary contained herein, the President shall at all time keep the Board of Directors fully advised as to all of the corporation's business and be subject to the control and supervision of the Board of Directors.

Section 5.4. The Vice President. The Vice President shall perform all of the meeting duties and exercise all of the powers of the President provided by these By-Laws or otherwise, during the unresolved absence or disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him by the Board of Directors.

Section 5.5. The Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors/Club Officers, and shall record the proceedings thereof in the minute book or books of the corporation. He shall give notice, in conformity with these By-Laws, of meetings of members and, where required, of the Board of Directors/Club Officers.

In the absence of the Chairman of the Board of Directors and of the President and the Vice President, the Secretary shall perform all other duties incident to this office or which may be assigned by the Board of Directors or by the President.

Section 5.6. The Treasurer. The Treasurer shall superintend all the financial books and accounts of Pu'uwai Canoe Club, as well as the annual filing of all corporate state & federal tax documents, recordation or notice of public information in a thorough and proper manner, as well as the annual state and federal tax forms seeing to the payment of such taxes and obligations of filing fees. He 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 investments, notes, bonds, and other evidences of property of Pu'uwai Canoe Club. He shall deposit or cause to be deposited in the name of Pu'uwai Canoe Club all monies or other valuable effects in such bank 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 Pu'uwai Canoe Club may require or the Board of Directors/Club Officers may order. The Treasurer shall perform all other duties incident to the office or which may be assigned to him by the Board of Directors or by the President.

Section 5.7. Other Officers. The Board of Directors/Club Officers may appoint or employ such other officers as may be deemed proper, which shall hold their position at the pleasure of the Board of Directors/Club Officers.

Section 5.8. 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 the Board may direct.

Section 5.8. The coach shall select crews for all off island races no later than seven (7) days before the off island race date. Should the coach be unable or unwilling to make a decision, paddlers intending on participating in the race may choose to decide among themselves as to the selection of crew and position placement.

Section 5.9 The Immediate Past President shall serve as mentor/advisor to the President and the Board of Directors. The immediate past president shall have such powers as given to him/her in these Bylaws, and as may be assigned to him/her from time to time by the President and by the Board of Directors.

## ARTICLE VI

### AUDIT OF BOOKS OF THE CORPORATION

Section 6.1. Audit. The Board of Directors may at their discretion cause a summary audit to be made of the books of the corporation at any time in each fiscal year and may thereafter make appropriate reports to all members of the Board of Directors. The Board of Directors may appoint some person, firm, or corporation engaged in the business of auditing to act as the auditor of the corporation, except that no member of the Board of directors shall be eligible to serve as auditor.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Checks, Banking. All checks, letters of credit, drafts, or orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the President and/or such other officer or officers of the corporation and in such manner as shall from time to time be determined by general or special resolution of the Board of Directors. The corporation's bank account shall be maintained at a banking institution from time to time designated by the Board of Directors/Club Officers

Section 7.2. Facsimile Signatures. The Board of Directors/Club Officers may from time to time by resolution, provide for the execution of any corporate instrument or document, including, but not limited to, checks, letters of credit, drafts, and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

Section 7.3. Funds. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank as the Board of Directors/Club Officers may elect.

## ARTICLE VIII

### INSPECTION OF CORPORATE RECORDS AND BY-LAWS

Section 8.1. Inspection of Corporate Records. The books of account and the minutes of proceedings of the Board of Directors shall be open to inspection upon written demand of any member, at any reasonable time, and for a purpose reasonably related to his interest as a member. Demand of inspection other than at a meeting shall be made in writing upon the President, the Secretary, or any other officer designated by the Board of Directors.

Section 8.2. Inspection of By-Laws. The corporation shall keep in its principal office for the transaction of business a copy of the By-Laws of the corporation, as amended or otherwise altered to date, which shall be open to inspection by the member's at all reasonable times.

## ARTICLE IX

### LIABILITY AND INDEMNIFICATION

Section 9.1. Liability. No director, officer, or agent of the corporation and no heir, executor, or administrator of any such person shall be liable to this corporation for any loss or damage suffered by it on account of any action or omission by him as such director, officer, or agent if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, unless with respect to an action or suit by or in the right of the corporation to procure a judgment in its favor such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the corporation.

Section 9.2. Indemnification. Every director, officer, or agent of the corporation shall be indemnified by Pu'uwai Canoe Club against all reasonable costs, expenses and liabilities, including attorneys' fees, actually and necessarily incurred by or imposed upon him in connection with or resulting from any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he may be involved as a party or otherwise by reason of his being or having been a director, officer, or agent of Pu'uwai Canoe Club, whether or not he continues to be such director, officer or agent of Pu'uwai Canoe Club at the time of the incurring or imposition of such cost, expenses or liabilities, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding, investigation, or inquiry to be liable for willful misconduct or willful negligence toward Pu'uwai Canoe Club in the performance of his duties as such director, officer, or agent. In the absence of such final adjudication of the existence of such liability, the Board of Directors and each director, officer, and agent 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 inure to the benefit of the legal representation of such person.

## ARTICLE X

### FISCAL YEAR

Section 10.1. Fiscal Year. The fiscal year of the corporation shall be such as may from time to time be established by the Board of Directors.

ARTICLE XI

AMENDMENT TO BY-LAWS

Section 11.1. Amendments. These Bylaws may be altered, amended, added to, or repealed by an affirmative vote of not less than a majority of all eligible voting members present at the annual membership meeting of the Association duly called and held; the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the Bylaws. A copy of such notices and the proposed Bylaws changes shall be sent to all the members of the HCRA no less than 30 days prior to the annual meeting.

ARTICLE XII

PARLIAMENTARY PROCEDURES

Section 12.1. Procedure. Parliamentary procedures shall be in accordance with Robert Rules of Order (revised) when not prescribed by these By-Laws.

CERTIFICATE OF THE SECRETARY

I certify that:

1. I am the Secretary of Pu'uwai Canoe Club.
2. The above By-Laws are the By-Laws of the corporation adopted by the Board of Directors at a meeting held on \_\_\_\_\_.

\_\_\_\_\_ Date: \_\_\_\_\_

SECRETARY

Amended 05-12-92 ARTICLE V, Section 5.1.

Amended 12-10-92 ARTICLE IV, Section 4.4 and 4.7.

Amended 09-20-93 ARTICLE II, Section 2.1 C, D, and E

ARTICLE IV, Section 4.7

ARTICLE XI, Section 11.1

Amended 01-12-94 ARTICLE V, Section 5.1

Amended 10-22-94 ARTICLE IV, Section 4.1

ARTICLE IV, Section 4.7

ARTICLE V, Section 5.2

Amended 01-27-98 ARTICLE IV, Section 4.1

Amended 01-27-98 ARTICLE V, Section 5.1, 5.8 and 5.9

Amended 01-23-99 ARTICLE IX, Section 11.1, 12.1

Amended 06-28-12 ARTICLE V, Section 5.1.