

BYLAWS

of MAUI CANOE CLUB

BYLAW 1. CLUB NAME

Section 1. The name of this organization shall be MAUI CANOE CLUB, hereinafter referred to as the CLUB.

BYLAW 2. CLUB OPERATIONS

Section 1. The purpose of the CLUB is education - to perpetuate the Hawaiian culture through training and instruction in Hawaiian outrigger canoe paddling, and other directly related subject matter.

Section 2. The CLUB shall operate exclusively for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501(c)4, of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 3. The CLUB shall operate in conformity with these BYLAWS and within the Hawaii Nonprofit Corporations Act, Chapter 414D, of the Hawaii Revised Statutes.

Section 4. In these BYLAWS, words importing the singular include the plural and vice versa; and words importing a male person include a female person.

Section 5. None of the earnings or the assets of the CLUB may inure to any individual.

Section 6. 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.

Section 7. Where required by regulations that apply to the CLUB, the CLUB shall arrange for an independent audit of its finances every three years by a qualified accountant.

Section 8. The CLUB shall not become a member of the Maui County Hawaiian Canoe Racing Association (MCHCRA). Section 9. The CLUB may have Guidelines. Documents such as an Annual Paddling Plan and others may be published by the CLUB from time to time as Guidelines.

BYLAW 3. COLORS

The CLUB colors shall be red, white, and blue.

BYLAW 4. MEMBERSHIP

LIFE MEMBERS Consisting of those CLUB members who contribute substantially and consistently for many years to the building of the CLUB's organization - as approved by the Board of Directors from time to time. The appointment consists of a Family Membership for life with the same voting rights as Family Members.

HONORARY MEMBERS consisting of those persons who donated their time to present a course or contributed their time to provide valuable expertise in a particular discipline that accrued benefit to the CLUB - as approved by the Board of Directors from time to time. The appointment consists of a Family Membership

during the current calendar year. This class of member is not eligible to vote on any matter to be decided by the assembly.

FAMILY MEMBERS consisting of those persons who are husband and wife or those persons who are in a domestic partnership, or a person who is single parent, and including their children eighteen years of age or younger, living in the same household. Up to two adults are eligible to vote, each counting a full vote. The children of the family are YOUTH Members and as such are not eligible to vote on any matter to be decided by the assembly.

YOUTH MEMBERS consisting of those persons eighteen years of age and under. A youth member is not eligible to vote on any matter to be decided by the assembly.

REGULAR MEMBERS consisting of all other persons not described above. All Regular Members are eligible to vote, each counting as a full vote.

PROVISIONAL MEMBERS consisting of those persons 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.

CHARTER MEMBERS consisting of those persons currently in any class of membership above who joined the CLUB during the incorporation year 2005 and thus carry the additional title of Charter Member.

BYLAW 5. DUES

Section 1. Honorary Members shall not pay annual dues. Life Members shall pay annual dues of \$2 for a Family Membership. All other classes of members shall pay annual dues as set by the Board of Directors.

Section 2. Total payment of annual dues shall be made to the Treasurer of the CLUB prior to receiving any of the CLUB's privileges and services.

Section 3. The membership fiscal year shall run from January 1 to December 31.

Section 4. When the amount of the dues is changed for one or more classes of member by the Board of Directors, it shall become effective no sooner than thirty (30) days after Notice thereof is posted at the CLUB site or mailed or emailed to the affected members.

Section 5. The Board of Directors may authorize a partial waiver of dues for any individual who requires financial assistance.

Section 6. Membership dues paid by each class of member are considered to be a non-refundable donation to the CLUB.

BYLAW 6. OFFICERS

Section 1. The Officers of the CLUB shall be the President, the Vice President, the Secretary, and the Treasurer.

Section 2. The Officers of the CLUB shall be elected by the Directors as the first order of business at the first Board meeting convened following their election.

Section 3. No Officer shall serve more than two consecutive years in the same office.

Section 4. The duties of the officers of the CLUB are as follows:

a. The President shall be the Executive Officer of the CLUB and shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall have general supervision over the business affairs and activities of the CLUB. The President shall also perform such other duties as customarily appertain to the Office of President or as he may be directed to perform by the Board of Directors not inconsistent with these BYLAWS.

b. The Vice President shall assume the duties of the President in his absence and shall be responsible for the program for all CLUB meetings and functions. All Committee Chairpersons shall report their Committee's status to the Vice President.

c. The Secretary shall keep the minutes of all meetings and shall also be responsible for notifying Board members of the meetings and shall attend to all correspondence of the CLUB and shall maintain a current list of the names and addresses of all CLUB members. The Board minutes shall be published to the general membership within 10 days of approval. The minutes may be mailed, emailed or posted to the CLUB website.

d. The Treasurer shall be custodian of the funds of the CLUB and he shall: 1) collect all annual dues and other revenues of the CLUB; 2) deposit all monies received in a financial institution approved by the Board of Directors; 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 Board of Directors a financial statement showing the financial condition of the CLUB at such time as determined by the Board. This report shall include the income received, source of income and all disbursements. 5) Prepare and submit to the general membership at its Annual General Meeting a financial report of the CLUB covering the current membership year; 6) may be bonded for the faithful discharge of his duties in such sum and with such sureties as may be determined by the Board of Directors, and; 7) may appoint such assistants as required to properly collect the funds derived from any authorized fund raising activity of the CLUB.

Section 5. Should a vacancy occur caused by the death, the resignation or the removal of an officer, the vacancy shall be filled through an appointment by the Board of Directors for the remaining term of the office except that a vacancy in the office of the President shall be filled by the Vice President.

BYLAW 7. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of seven (7) elected Directors.

Section 2. All members of the Board of Directors are elected for a term on two (2) years except in the first year that this section takes effect. In order to provide continuity, three (3) will be elected in the odd numbered years and four (4) will be elected in the even numbered years. In the first year this change takes place (2017), the first three (3) directors, with the highest vote count at the annual general meeting, will be elected for a two (2) year term, and the bottom four (4) directors in vote count will be elected for one year. After that election, the term will be for two (2) years.

Section 3. All members of the Board of Directors shall take office at the Annual General Meeting. They shall have general charge, direction and control of the affairs, programs, funds, and properties of the CLUB.

Section 4. Should a vacancy occur caused by the death, resignation or removal of a member of the Board, the vacancy shall be filled through an appointment by the President, subject to the approval of the Board of Directors, for the remaining term of such director.

Section 5. A quorum for a meeting of the Board of Directors shall consist of at least four (4) Directors meeting in person or electronically or by email communication. There shall be no voting by proxy. The Board shall meet at least quarterly (once in every three months). All board meetings are open (except executive sessions) and require two weeks' notice to the membership. Members who want to attend a board meeting must submit their discussion topic to the Secretary of the Board one week before the scheduled Board meeting.

Sections 6. Repeated or excessive absence or non-participation by any Director without valid excuse shall subject such Director to disciplinary action by the remaining Board members to include suspension, fine, or dismissal from the Board.

Section 7. Board meetings shall be held upon the call of the President or by petition of at least two Directors.

Section 8. The decisions of the Board of Directors shall govern all questions of construction and interpretation of these BYLAWS, subject to the action of two thirds (2/3) of the members present at a General Meeting.

Section 9. Only one member of an immediate family may serve on the Board at one time.

Section 10. Every check prepared by the Treasurer to disburse CLUB funds shall be signed by any two (2) Directors, if the amount exceeds \$299. Otherwise the check shall be signed by any one (1) Director. Before signing a check, it is the responsibility of each such Director to first examine the supporting documentation (invoice, bill, expense claim, etc.) that shows what was delivered to the CLUB to warrant the payment.

Section 11. Any member of the board who has a financial, personal or official interest in, or conflict (or appearance of a conflict) of interest with any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to excuse him/herself and refrain from discussion and voting on such item. In procuring goods or services for the club, the board shall not favor any member of a board member's immediate family.

BYLAW 8. ELECTIONS

Section 1. The Secretary shall give Notice to members by mail or by email at least 30 days prior to the Annual General Meeting that nominations will be accepted for the Board of Directors.

Section 2. The President shall appoint a Nominating Committee of three (3) members prior to the Annual General Meeting. They shall, at least 15 days prior to the Annual General Meeting, present a Notice to the membership by mail or by email - a slate of at least one nominee for each of the seven Directorships. All nominations are subject to the nominees' acceptance.

Section 3. **Should a single slate of Directors be presented that equals the number of open Director positions at the Annual General Meeting, the Secretary may be instructed to cast a unanimous ballot.**

Section 4. **If there are more nominees for Directors nominated than there are open Director positions, election shall be by plurality vote.**

Section 5. Voting for the Board Directors shall be by secret ballot.

Section 6. **An Elections Committee of three CLUB members, who are not intending to seek election as a Director, shall be appointed by the Board at least 15 days prior to the Annual General Meeting. It shall be their function to conduct the election and to ensure a fair and equitable electoral process.**

Section 7. Ballots may be cast by mail or by email, directed to the Elections Committee.

Section 8. Qualification to be nominated to the Board of Directors requires being a current voting member in good standing.

Section 9. Voting is restricted to dues paid CLUB members in good standing in a class of members that is allowed to vote.

BYLAW 9. COMMITTEES

Section 1. **The Board of Directors may appoint the chairmen of standing committees. The standing committees of the CLUB and their duties and responsibilities shall be: a. Membership Recruits new members. Encourages and promotes participation in CLUB functions, activities and socials.**

b. Finance Responsible for financial planning and all fund-raising activities of the CLUB. c. Buildings and Grounds In charge of the CLUB premises. d. Canoe Committee In charge of the repair and maintenance of canoes and equipment. e. Education Committee Responsible for the development of a continuing program of instruction in the Hawaiian culture particularly as it relates to outrigger canoe paddling. f. Beach Operations Responsible for the CLUB's day to day beach operations. g. Communications Responsible for internal and external communications. h. Community Liaison Responsible for supporting and developing relationships between the CLUB and the community.

BYLAW 10. DISCIPLINE

Section 1. Each CLUB member may be subjected to disciplinary action by the Board of Directors for any violation of a rule described in these BYLAWS. Disciplinary action may include a fine, a period of suspension of all rights and privileges of membership, or expulsion from the CLUB. A disciplined member may appeal the action to the Board or to the Membership at a General Meeting called for that purpose.

Section 2. CLUB policy prohibits the use of illegal drugs immediately prior to or during CLUB activities.

Section 3. CLUB policy prohibits the consumption of liquor or drugs that cause impairment, immediately prior to or during canoe operations on the water.

Section 4. It is the policy of the CLUB that every member has the right to quiet enjoyment of CLUB privileges without the slightest fear of harassment or abuse. No member has the right to insult, to threaten, or to verbally assault another member, his guest or a visitor to the CLUB.

Section 5. The Club site and canoes are non smoking areas.

BYLAW 11. MEETING OF THE GENERAL MEMBERSHIP

Section 1. The Annual General Meeting shall be held no later than December 31, each year on a date decided by the Board of Directors.

Section 2. Additional General Meetings may be called by a majority of the Board of Directors or by an open petition of ten (10) or more voting members. Notice of these meetings, along with a statement of purpose and an agenda, shall be given at least two (2) weeks in advance of the meeting by mail or by email.

Section 3. A quorum shall consist of fifteen percent (15%) of the voting members present in person or by proxy.

Section 4. A simple majority vote shall decide all questions, other than that specified in BYLAW 12.

Section 5. Members may vote by proxy at general meetings of the CLUB. The CLUB will provide a proxy form that is similar in content and character to the form described in Chapter 514B Section 123 of the Hawaii Revised Statutes. Notwithstanding the form provided by the CLUB, members may delegate their proxy by using and signing any form of their choosing that expresses their intent. There will be no substitution in connection with this proxy.

BYLAW 12. AMENDMENTS

These BYLAWS may be amended by the affirmative vote of two-thirds (2/3) of the voting members present at any General Meeting duly called for the purpose.

BYLAW 13. CANOE OPERATING RULES

Section 1. The CLUB'S outrigger canoes are operated on the water within the applicable laws of the United States and the applicable laws of the State of Hawaii.

Section 2. Every CLUB outrigger canoe that takes to the water must have a properly trained Steerer (Captain) aboard who has been approved by the current Board of Directors.

Section 3. Every person who enters a CLUB outrigger canoe must have first signed a CLUB provided Waiver of Liability, in a form approved for the current calendar year.

Section 4. Any additional canoe operating rules that may be considered must be approved by the CLUB members as a change to these BYLAWS before they come into force and effect.

BYLAW 14. GUEST

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.

BYLAW 15. DAMAGES

Each member shall be liable for any damage through willful negligence which he, or his guests may cause to the CLUB property, and the amount of the same shall be billed to him when ascertained as directed by the Board of Directors.

BYLAW 16. 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 Board of Directors 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. The email distribution list shall be used for official CLUB business only.

BYLAW 17. STORAGE OF EQUIPMENT

No property not belonging to the CLUB shall be stored on CLUB premises without the written consent of the Board of Directors.

BYLAW 18. WAIVER OF CLAIMS

Each member of the CLUB is required to sign a waiver that insofar as legally possible, waives all claims of every nature arising from injury or damage of any kind while in the CLUB canoes or arising in any manner from their presence on CLUB premises.

BYLAW 19. RULES AND REGULATIONS

All rules and regulations adopted by virtue of these BYLAWS shall be posted on the CLUB's bulletin board, or other conspicuous place on the Club premises and/or shall be conveyed to members by email or published on the CLUB website.

BYLAW 20. 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 employee's wages, taxes, and other debts have been paid will be sold for cash. The cash derived from this sale will be donated to a tax exempt 501(c) charitable organization actively operating on Maui, Hawaii, as determined by the Board.

BYLAW 21. ROBERT'S RULES

Section 1. "Robert's Rules of Order Revised" - the most recent edition, shall be the parliamentary authority for all matters of procedure not specifically covered by these BYLAWS for General Membership and Board of Directors meetings.

BY-LAW REVISIONS BYLAWS Adopted B December 27, 2005

BYLAWS Revised – April 1, 2006 BYLAWS Revised - December 2006

BYLAWS Revised (replacement) December 2007

BYLAWS Revised – December 27, 2009 BYLAWS Revised – December 30, 2011

BYLAWS Revised – August 4, 2012

BYLAWS Revised – April 2016 Bylaw 7 amended

BYLAWS Revised – October 20, 2018 – Bylaw 8 & 9 amended

Signed Phil Brown, Director

Signed Gary Salenger, Director

Signed Linda Lafragiola, Director

Signed Wanda Shirreff, Director

Signed Bill Chase, Director

Signed Howie Jones, Director

Signed Dan Deknis, Director