

# WAIKOLOA CANOE CLUB BYLAWS

Approved by Board of Directors 12/7/2016

Accepted by Vote of Membership on

## **Article I. PURPOSES, NAME, LOCATION, NONPROFIT CHARACTER, ACCEPTANCE, LEGISLATIVE INFLUENCE**

### **Section 1.01 NAME**

The name of this organization shall be WCC, Inc., doing business as Waikoloa Canoe Club hereinafter referred to as the CLUB.

No individual or organization is permitted to use the name, logo, or insignia of the CLUB without the expressed written permission of the Board of Directors.

### **Section 1.02 PURPOSES**

The primary purposes of the CLUB are educational and athletic in the manner as follows:

- To receive, develop, and perpetuate Hawaiian culture and traditions through instruction and training.
- To promote the understanding of the Hawaiian community in Hawaiian culture and traditions.
- To encourage, maintain, and perpetuate authentic Hawaiian canoe racing.
- To foster the preservation of Hawaiian koa canoes in the State of Hawaii.

### **Section 1.03 LOCATION**

The address of the principal office of Waikoloa Canoe Club shall be P. O. Box 384287, Waikoloa, Hawaii 96738, and the location of the canoes belonging to the CLUB is at Anaeho'omalu Bay, Waikoloa, Hawaii.

### **Section 1.04 NONPROFIT CHARACTER**

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.

The CLUB shall be a nonprofit CLUB, and any net income or earnings which may be derived from its operations and in pursuance of the purposes of the CLUB shall not inure to the benefit of any member, Director, or Officer of the CLUB, or any private individual, but shall be used to promote the purposes of the CLUB, in accordance with the charter of incorporation.

**Section 1.05            ACCEPTANCE**

The CLUB does not discriminate against race, color, religion, or creed, nor does it tolerate sexual, verbal, physical, or any other type of harassment.

**Section 1.06            LEGISLATIVE INFLUENCE**

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 that are not in furtherance of the purpose of Waikoloa Canoe Club.

**Article II.            MEETING LOCATIONS, SEAL, COLORS**

**Section 2.01            MEETING LOCATIONS**

The meeting locations of the CLUB shall be within the County and State of Hawaii, and Board of Directors (hereafter known as “Board”, the “Board of Directors” or the “BOD”) will announce such place for meetings as set forth in the By-Laws to the General Membership.

All meetings of the Members and of the Board shall be held at a pre-determined and announced location. Any meeting, regular or special, of either the Board or of the Members, may be held by telephone conference or similar communication equipment so long as all Directors or all Members participating in the meeting can hear one another, and all such Directors or Members shall be deemed to be present in persona at the meeting.

**Section 2.02            SEAL**

The Board may adopt and use a common seal for the CLUB and such seal shall be rectangle in form and shall bear the name of the CLUB and such other words, devices and inscriptions as the Board shall prescribe.

**Section 2.03            COLORS**

The CLUB colors are Purple and White.

**Article III.            MEMBERSHIP & DUES**

**Section 3.01            MEMBERS-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, has discharged all required obligations to the CLUB for the current term of membership, and is an

active participant in CLUB events and activities.

### **Section 3.02 VOTING MEMBERSHIP**

A voting member is an **adult** member in good standing **who has paid the current year dues. Family memberships are limited to two adult voting members.**

### **Section 3.03 MAJORITY**

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

### **Section 3.04 MEMBERSHIP DUES**

The Board of Directors shall determine CLUB membership dues and membership shall run from January 1 to December 31. Annual membership dues are due in January. Payment of CLUB fees are due after the third time a member has paddled with the CLUB. If a member fails to make payment of the annual dues, submit a membership form, and sign the HCRA waiver, s/he may be barred from further participation in CLUB practices, races, activities, meetings and use of CLUB facilities and/or equipment until such payment and signing is made.

### **Section 3.05 GENERAL MEMBERS- POLICIES, PROCEDURES, & CODE OF CONDUCT**

All Members are obligated to follow all CLUB policies, procedures, and codes of conduct as adopted by the Board.

### **Section 3.06 MEMBERSHIP REMOVAL**

Any member may be removed as a Member of the Club, with cause, by the affirmative vote of the majority of the **full Board of** Directors at any regular or special meeting called for that purpose.

Any Member may withdraw from the CLUB at any time upon giving prior written notice to the secretary and with the understanding that any dues paid to the CLUB will be surrendered and non-recoverable.

## **Article IV. OFFICERS AND BOARD OF DIRECTORS**

### **Section 4.01 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. Reference Charter of Incorporation, Article VII.

### **Section 4.02 POWERS**

The Board shall manage, direct, and control the activities, affairs, and property of the CLUB.

#### **Section 4.03                    BOARD OF DIRECTORS**

The Board of Directors shall consist of no less than three (3) and not more than nine (9) elected members. The Directors elected shall take office at the annual membership meeting. The Head Coach shall be an honorary Board of Directors member with no voting power.

**Each member of the Board shall be elected for a term of three (3) years. The terms of the Board members shall be staggered with one-third of the Board being elected annually.**

**To transition to a staggered Board, nine (9) members of the Board shall be elected at the election following ratification of these By-Laws. The three members receiving the highest number of votes will commence three (3) year terms. The three (3) members receiving the next highest vote totals will commence two (2) year terms and the remaining three (3) members will commence one (1) year terms.**

#### **Section 4.04                    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.

#### **Section 4.05                    REMOVAL OF DIRECTOR**

The Board may remove by majority vote **of the full Board** an Officer, Director, or Advisor for failure to perform his/her duty or for other **good cause**. The Secretary, or other person designated by the President, shall provide notification of this proposed action to the Member with sufficient time for the Board Member's preparation for **the meeting**. The date, time and location of the meeting shall be included in the notice.

#### **Section 4.06                    RESIGNATION OF DIRECTOR**

Any Director may resign at any time by giving notice of such resignation in writing to the Board.

#### **Section 4.07                    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 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 Board, if deemed necessary to replace the outgoing board member. **The replacement shall serve for the remainder of the term of the outgoing board member.**

#### **Section 4.08            FUNCTIONS and DUTIES OF THE OFFICERS**

(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 on behalf of the CLUB and shall be responsible for general administration. The President shall identify an Officer or Director to represent the CLUB at Moku O Hawaii meetings as the primary MOH representative.

(b) 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.

(c) SECRETARY:

The 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.

(d) TREASURER:

The Treasurer shall oversee compliance with non-profit laws and regulations, is 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 Board.

#### **Section 4.09            FUNCTIONS AND DUTIES OF THE COACHES**

**The Coaches:**

**(a) Must commit themselves for the entire regatta season, unless the Board approves an earlier release, and shall not paddle for another club during the regatta season.**

**(b) Arrange for practice schedules and coordinate the schedules with the Head Coach.**

**(c) Arrange for the entry of crews in every regatta. The Head Coach will**

**make the final determination of the selection of crews.**

## **Article V. ELECTIONS AND VOTING**

### **Section 5.01 NOMINATIONS**

**A Nominating Committee, consisting of three members, not seeking election to the Board, shall be appointed by the President. Any member desiring to become a member of the Board of Directors shall submit his/her name to the Nominating Committee no later than six weeks before the election. The Nominating Committee will determine if the member is eligible to become a member of the Board and if eligible shall add his/her name to the ballot.**

**Nominations may be made by the general membership following the report of the Nominating Committee provided the nominee has consented to serve if elected and meets all other eligibility requirements. Nominations from the general membership must be submitted to the Nominating Committee no later than four weeks prior to the election.**

### **Section 5.02 VOTING FOR BOARD AT ANNUAL GENERAL MEMBERSHIP MEETING**

**Voting for the Board at the annual general membership meeting can be done in person or by absentee ballot. The procedure for each option is set forth below.**

#### **(a) In Person**

Each member shall receive a blank ballot and a blank envelope. Once the ballot is completed, member will place a folded ballot into the blank envelope and seal, then print legibly and sign their name across the seal.

Ballots will be submitted to an individual who will verify and check off the name of the voter from a current registration list. The envelope will then be **placed in a ballot box. The Nominating Committee or other persons designated by the Committee will open and tally the ballots.**

#### **(b) Absentee**

**Absentee voters shall be required to use the official ballot available**

**fourteen (14) days prior to the annual meeting from the Secretary. Absentee voters shall have the following options: 1) mail in ballot, 2) provide ballot to member in good standing attending the meeting, or 3) utilize electronic voting. Absentee voting is permitted only for election of the Board.**

### **1. Mail in ballot**

**Ballot must be placed in a sealed envelope with the member's signature across the seal. This envelope must be placed in a second sealed envelope and mailed to the Club PO Box. The second envelope must bear the member's printed name on the return address line. Ballot must arrive at the PO Box no later than Friday before the meeting. The Secretary shall bring these ballots to the annual meeting.**

### **2. Ballot brought by another member.**

**Ballot must be prepared in same manner as if being mailed, but instead of mailing, ballot shall be provided to another member attending the meeting. Member attending the meeting shall handle the ballot as if it were being voted using the in person procedure.**

### **3. Electronic voting**

Electronic voting via the internet will be allowed and will utilize one of the on-line voting/survey services offered. All registered members selecting to vote electronically will need to ensure their current email address is entered in HCRApaddler.com in order to receive the ballot. Electronic ballots shall be sent out no later than 14 days prior to the annual meeting. Electronic Voting will close at 2 full days prior to the Annual Meeting date. (Example; Annual meeting is Saturday, online voting will end at 11:59 pm HST on the Wednesday prior). Actual date and time of deadline for vote submission will be included in email communication opening the online vote. Actual time of closing of the vote will be based on either HST or the standard time of the voting/survey service. The nominating committee chair or a committee designee (not running for the board) will pull online results for submission at the Annual meeting.

## **Section 5.03 Counting of Ballots and Tie Votes**

**The Nominating Committee shall be responsible for counting the ballots. In the event a tie vote occurs for the ninth seat on the Board, a majority of the members physically present at the annual meeting shall determine, by secret ballot, the member**

**elected to that seat.**

## **Section 5.04 Election of Officers**

**Immediately following the annual meeting, the newly elected Board of Directors shall meet and elect the Officers for the positions set forth in 4.07**

## **Article VI. MEETING AND GENERAL RULES**

### **Section 6.01 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 in conjunction with the election of the Board of Directors.

### **Section 6.02 QUORUM**

Regular or Special Board of Directors Meeting: A quorum for a meeting of the Board shall consist of a majority of the Directors.

General Membership: A quorum for a meeting of the General Membership shall consist of twenty *five percent of the* Members-in-Good-Standing physically present at the meeting. If a quorum exists a majority vote by Members-in-Good-Standing in attendance will pass or deny any motion. Electronic voting cannot be used to establish a quorum or vote on motions presented at the meeting.

### **Section 6.03 NOTICE OF MEETINGS**

The Secretary shall give at least two (2) weeks' notice of all meetings, unless an emergency exists to justify a shorter time period. The notice shall set forth the date, time and place of the meeting along with the meeting agenda. Notice shall be given by email and posted on the Club website.

### **Section 6.04 ACTION WITHOUT MEETING**

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

### **Section 6.05 MEETINGS OF THE GENERAL MEMBERSHIP**



The General Membership meeting shall be held each year, but no earlier than December 1 and no later than January 31 of the following year.

**Section 6.06                    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 Board 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 6.07                    USE OF "ROBERTS RULES OF ORDER, NEWLY REVISED"**

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

**Article VII.    COMMITTEES**

**Section 7.01                    FORMULATION**

(a    Ad Hoc Committees

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.

(b    Standing Committees

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

- Nominating Committee
- Great Waikoloa Canoe Race Committee
- Fundraising Committee

**Article VIII.    CONTRACTS, EVENT AUTHORIZATION,  
INSTRUMENTS, FACSIMILE SIGNATURES**

**Section 8.01                    AUTHORITY OF BOARD**

The Board, except as indicated in these By-Laws, may authorize any Officer or agent to enter into any contract or to execute and delivery any document, instrument or writing of any nature in the name of and on behalf of the CLUB, and such authority may be general or confined to a specific instance; and unless so authorize by the Board, no Officer, trustee, agent, employee, or member shall have any power

or authority to bind the CLUB by any contract or engagement, pledge its credit, or to render it liable pecuniary for any purpose or to any amount.

#### **Section 8.02                   EVENT AUTHORIZATION**

All fundraising and CLUB events must first be submitted to and receive Board approval prior to the event taking place.

#### **Section 8.03                   AUTHORIZED SIGNATURES**

All checks, letters of credit, drafts, notes, bond, orders for the payment of money, acceptances, deeds, leases, contracts, and all other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board, and in the absence of any such general or special resolution, then such instruments shall be signed by the President, Vice President, Treasurer, or Secretary, in such order of availability. **The Board shall establish spending limits for the Treasurer utilizing his/her signature individually. Amounts above the limits must be approved by the Board and require two signatures of members designated by the Board.**

#### **Section 8.04                   FACSIMILE OR ELECTRONIC SIGNATURES**

The Board may provide for the execution of any corporate instrument or writing, including but not limited to checks, letters of credit, drafts and other orders for the payment of money, by means of the printed, lithographed or engraved facsimile signature, electronic signature or signature of the person or persons authorized to sign the checks.

### **Article IX.    AMENDMENTS**

**The Bylaws may be amended by a majority of the Board if subsequently ratified by a majority of the votes cast by the General Membership as part of the annual ballot for the election of Board members. Proposed amendments shall be available for review on a Club website at least two weeks (14 days) prior to the annual meeting. Any amendment to the bylaws will be effective after the designated Officers have signed the revised bylaws.**

### **Article X.   DISSOLUTION**

Upon dissolution of the CLUB, the Board of Directors shall, after paying or making provision for payments of the liabilities of the CLUB, including the costs and expenses of such dissolution, dispose of all the assets of the CLUB to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code. Assets will be distributed in accordance with law.