



NOTICE OF SPECIAL MEETING OF MEMBERS OF OUTRIGGER CANOE CLUB

In response to the attached written request for special meeting of the Outrigger Canoe Club (“Club”) submitted unanimously by all Board of Directors in attendance at the Board Meeting held on June 28, 2018, pursuant to Section 48 of Club’s Bylaws, members are hereby provided this Notice that a Special Meeting of the Outrigger Canoe Club will be held as follows:

- Date:** Tuesday, July 31, 2018
- Time:** 7:00 p.m. (Check-in begins at 6:30 p.m.)
- Place:** Outrigger Canoe Club
2909 Kalakaua Avenue
Honolulu, Hawaii 96815
- Purpose:** As set forth in attached Request for Special Meeting
Note: Proposed Bylaws Amendments which will be considered at the Special Meeting are enclosed herein or attached hereto.

I certify on this date in accordance with Section 49 of the Club’s Bylaws that a copy of this Notice was sent to each member entitled to vote at the member’s address as it appears in the Club’s records via either United States Postal Service First Class Mail, postage prepaid or by electronic transmission, if the member has consented to receive notices by electronic transmission.

Dated at Honolulu, Hawaii, July 15, 2018

William Meheula
Secretary

REQUEST FOR SPECIAL MEETING

The Board of Directors, pursuant to Section 48 of the Bylaws of the Outrigger Canoe Club, hereby request that a special meeting of the Outrigger Canoe Club (“the Club”) be properly called and noticed, for the express and sole purpose of the membership voting on proposed amendments to the Club’s Bylaws. Specifically, the Bylaws Ad Hoc Committee has recommended, and the Board has approved submission of the attached proposed Amendments to the Bylaws for consideration and vote by the membership.

Key:

BLUE shows items that are new text. **RED** shows items that are deleted from the Bylaws.

GREEN show items that are being removed from the Bylaws and addressed in the Policies and Rules.



Outrigger Canoe Club
2909 KALAKAUA AVENUE
HONOLULU, HAWAII 96815

BYLAWS OF OUTRIGGER CANOE CLUB

SECTION 1

Name. The name of the Corporation, hereinafter referred to as the “Club,” shall be the OUTRIGGER CANOE CLUB

SECTION 2

Purposes. The purposes of the Club shall be the promotion of athletic sports and activities in all their forms and branches, the cultivation of social intercourse among its members and the advancement of learning and of arts and sciences.

SECTION 3 ⁽¹⁶⁾

Colors. The Club colors are crimson and white.

SECTION 4 ^{(5) (16)}

Emblem and Flag. The Club emblem is a crimson “0” crossed with a white paddle outlined in the style and shape herewith. The flag is a white burgee bearing the Club emblem.

SECTION 5 ⁽²¹⁾

Seal. The Club shall have a seal consisting of the Club emblem surrounded by a circle having on its circumference the words “Outrigger Canoe Club – Incorporated September 5, 1930.”

Board of Directors

SECTION 6 ^{(1) (2) (3) (9) (13) (16) (17) (19)}

Composition and Term. The Board of Directors shall consist of thirteen members elected from classes of membership entitled to vote. Members of the Board shall be elected for two-year terms, seven members elected in odd-numbered years and six members in even-numbered years. No

member shall be elected to the Board of Directors for more than three consecutive terms, but may serve for more than three terms which are not successive.

Vacancies and Removals. Should a vacancy occur in any office of the Club or on the Board of Directors, the Board of Directors or the remaining members thereof by majority vote may appoint a successor to fill the vacancy to same for the unexpired term so vacated, subject to the right of the members to displace such appointee and to fill the vacancy at any subsequent meeting. Any Director may be removed and his/her successor elected at any annual meeting, or at any special meeting called for the purpose by vote of two-thirds of the members present in person or by proxy at said meeting. In the event that a successor to a vacancy is appointed by the Board of Directors or elected at an annual or special meeting as set forth herein, then that member shall serve the remaining term of the vacancy and, thereafter, shall be eligible for election to three consecutive terms thereafter.

SECTION 7 ^{(1) (12) (23)}

Powers of the Board of Directors. Except as otherwise provided in the ~~charter~~Club's Charter of Incorporation (the "Charter") or the Bylaws, all the corporate powers of the Club shall be vested in the Board of Directors. In furtherance thereof, and in addition to all the powers in them vested or implied by any provision of the Charter, state law or these Bylaws, the Board shall have power:

(a) To appoint and control and at pleasure remove (without cause except in the case of the elected officers) any officers, agents and employees, and to allow such compensation for their services as to the Board shall seem proper.

(b) To appoint or authorize the appointment of such standing and other committees as these Bylaws may authorize and as to the Board shall seem proper for carrying on the activities of the Club or for the conduct of its business or affairs, and to define their jurisdiction, duties and powers, provided that all committees shall be subject at all times to the control of the Board and be subject to change at the pleasure of the Board.

(c) To make and enforce rules and policies ("Club Policies") not inconsistent with these Bylaws, regulating from time to time the affairs and conduct of the Club, and the conduct of its members in connection with the Club, and of other persons admitted to any of the privileges of the Club or within its precincts; and to give effect to such rules of committee as shall meet with the approval of the Board; all as in the judgment of the Board shall seem advisable from time to time.

(d) To determine and govern all matters affecting finances, discipline, decorum and harmony.

(e) To make and authorize expenditures, and the purchase of supplies or personal property for the Club or for the use of accommodation of its members.

(f) To ~~incur~~incur such special indebtedness as they deem necessary not exceeding One Hundred Thousand Dollars (\$100,000) in any one year.

(g) To call special meetings of the members to consider specified subjects.

(h) To censure, suspend, request and enforce the resignation of or expel any member who shall be found guilty of any offense against any Bylaws, rule or regulation of the Club; and to drop from membership or expel any member for nonpayment of any indebtedness to the Club; and also to suspend or withdraw the privileges of the Club from any person admitted thereto for any like cause.

SECTION 8 (1) (4) (6) (9) (18)

Nominations of Directors. There shall be a Nominating Committee approved by the Board of Directors which shall nominate any number of members it deems proper for election to the Board of Directors. The Nominating Committee shall, not less than seven weeks prior to the Annual Meeting of the Club, designate and post on the Club bulletin board the names of the candidates nominated for election by the Nominating Committee. Additional candidates for election may be nominated by a petition signed by ~~35 voting~~ 5% of all members entitled to vote and delivered to the Club, addressed to the Secretary thereof, not later than ~~five weeks prior to the Annual Meeting~~ two weeks after the posting of the names of candidates nominated by the Nominating Committee. It shall be the duty of the Secretary to cause the names of the candidates so nominated to be posted forthwith and to be included on the official ballot.

SECTION 9 (1) (6) (18) (21) (23)

Elections. All elections of Directors shall be by secure electronic ballot, or written ballot, cast by the members entitled to vote and received by the Committee of Judges of Election not later than six o'clock p.m. on the day preceding the annual meeting of the members of the Club, unless the Board of Directors shall, prior to said annual meeting, fix or prescribe a different hour or date for the closing of the ballot, in which case the hour and date so fixed shall govern. The election shall be conducted by the Committee of Judges of Election appointed by the Board of Directors who shall, not less than three weeks before the date of the closing of the ballot, approve the official ballot containing the list of all candidates designated by the Nominating Committee and by members of the Club as provided in the Bylaws. The Secretary shall mail or electronically transmit the official ballot to all members with the notice of the annual meeting. The report of the Committee of Judges of Election shall be made in writing at the annual meeting or at any adjournment thereof. The method of balloting shall be in accordance with such rules as shall be adopted by the Committee of Judges of Election and such election shall be conducted in such manner as to insure and preserve the secrecy of the ballot.

Officers

SECTION 10 (8) (23)

List of Officers. The officers of the Club shall consist of a President, ~~First~~ Vice President/President-Elect, ~~a Second Vice President~~, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer, all of whom shall be members of the Board of Directors, with the exception of the Treasurer, who may be any voting member of the Club. At the last Board meeting preceding Annual Meeting of the Club, the Board of Directors shall elect a proposed President and/or ~~First~~ Vice President/President-Elect to serve during the following year (if the Board determines that either such position will be vacant). A Board meeting shall be held

immediately following the Annual Meeting, at which the Board of Directors shall elect and/or ratify the election of the President, ~~First~~ Vice President/President Elect, ~~Second Vice President~~, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, after considering any proposed President and/or ~~First~~ Vice President/President Elect proposed by the prior Board. The Board may also, by resolution, appoint other officers from the members of the club.

Combination. Any office except that of President may be combined with any other office.

SECTION 11 (9) (21)

President/Chief Executive Officer. The President shall serve as the Chief Executive Officer of the Club. He/She shall be responsible for strategic planning, and for furthering the Club's objectives and progress towards its long range goals. These long range goals shall be established by the Board and subject to change by the Board as needed. He/She shall preside over all meetings of the members and directors, and shall perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors.

SECTION 11-2 (23)

~~**First Vice President/President-Elect.** The ~~First~~ Vice President/President-Elect shall perform the duties and possess the powers of the President in case of his/her absence, inability, or refusal to act. Unless he/she resigns or is removed from office, the ~~First~~ Vice President/President-Elect shall become the Club President after the resignation, removal or end of the term of the current Club President.~~

SECTION 12 (8) (9) (23)

~~**Second Vice President.** The ~~Second Vice President~~ shall perform the duties and possess the powers of the President in case of his/her absence, inability, or refusal to act.~~

~~The ~~Second Vice President~~ shall also perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors.~~

[\[Intentionally Omitted\]](#)

SECTION 13 (23)

Secretary. The Secretary shall give the notices of all meetings of the Club and Board of Directors required by these Bylaws, shall keep a complete record of all meetings of the Directors and members, and shall perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors. The Secretary shall also be responsible for sealing all documents as required. The Assistant Secretary shall perform the duties and possess the powers of the Secretary in case of his/her absence, inability or refusal to act.

SECTION 14 (4) (9) (23)

Treasurer. The Treasurer shall have oversight of all Club funds and shall submit to the Board of Directors and to the members periodic report on the financial condition of the Club and shall

perform such other duties as may be required by the Bylaws or by resolution of the Board of Directors. The Treasurer shall also serve as the Coordinating Director of the Finance Committee. The Assistant Treasurer shall perform the duties and possess the powers of the Treasurer in case of his/her absence, inability or refusal to act. If the Treasurer is not a member of the Board of Directors, then the Treasurer shall attend, as necessary, any meeting of the Board of Directors in an ex officio, non-voting capacity.

General Manager/Chief Operating Officer

SECTION 15

General Manager/Chief Operating Officer. The General Manager/Chief Operating Officer (COO) is responsible for the proper management of all aspects of the club's activities so as to insure maximum membership satisfaction. The General Manager/COO reports to the Board of Directors and administers all ~~policies of the Board~~ Club Policies, will serve as counsel to the standing committees of the Club, and will accept special assignments as assigned by the Board. The General Manager/COO shall be employed by the Board and his/her salary shall be fixed by the Board. The General Manager/COO shall be the operating head of all departments. All employees of the Club, except as otherwise specified herein, shall be employed, discharged or otherwise controlled by the General Manager/COO in keeping with the organizational chart.

Auditor

SECTION 16 (9) (23)

Auditor. An independent auditor shall be ~~appointed~~ selected annually by the Finance Committee and presented for approval to the Board of Directors. The Board shall approve the auditing firm selected by the Finance Committee or appoint a different independent auditor. The auditing firm shall annually, and at such other times as required by the Board or Finance Committee, examine the books and accounts of the Club and report thereon.

Committees

SECTION 17 (3) (4) (9) (11) (19) (21)

List of Committees and Their Roles. ~~An~~ Admissions and Membership, Athletic, Buildings and Grounds, Entertainment, Executive, Finance, Historical, House, Judges of Election, Long-Range Planning, Nominating, ~~Public and Member Relations Committee~~ Committees each consisting of not less than five members, and such other committees as the Board of Directors may by resolution require, shall be appointed by the President, subject to the approval of the Board. The Board shall have supervision of all committees and may modify the committees' roles as needed from time to time to serve the Club.

SECTION 18 (6) (9) (21)

Admissions and Membership Committee. An Admissions and Membership Committee composed of voting members, none of whom shall be officers or directors, shall review and investigate ~~and accept or reject~~ all applications for membership and report its findings and

[recommendations to the Board](#), and shall deal with other matters pertaining to membership [as requested by the Board](#).

SECTION 19 (4) (21)

Athletic Committee. An Athletic Committee shall have charge of all athletic sports and events.

SECTION 20 (4) (21)

Buildings and Grounds Committee. A Buildings and Grounds Committee shall assist the General Manager and the Board of Directors in [developing and revising their plans for](#) the maintenance and improvement of the Club's buildings and grounds and shall perform such other duties as may be required by resolution of the Board of Directors.

SECTION 21 (4) (21)

Entertainment Committee. An Entertainment Committee shall have charge of the social affairs of the Club.

SECTION 22 (3) (4) (9) (14) (21) (23)

Executive Committee. An Executive Committee consisting of the President, ~~First~~ Vice President/President-Elect, ~~Second Vice President~~, Secretary and Treasurer, or in the absence of any of the foregoing, the Assistant Secretary and Assistant Treasurer and such other directors as may be appointed by the President, from time to time, subject to the approval of the Board, shall function during intervals between meetings of the Board and shall possess such powers of the Board as shall from time to time be conferred upon said Committee by the Board.

SECTION 23 (21) (23)

Finance Committee. A Finance Committee shall assist the Board of Directors in overseeing the Club's investment philosophy and investments, reviewing the Club's pension plan funding policy, reviewing the Club's audit and its insurance coverages, and other duties which may be required by resolution of the Board of Directors. The Finance Committee shall also [select the auditor as provided herein, and](#) conduct monthly reviews of the General Manager's report of the financial condition of the Club.

SECTION 24 (11) (21)

Historical Committee. A Historical Committee shall record the history of the Club and the activities of its members, preserve and restore the Club's trophies and memorabilia, preserve and perpetuate the philosophy and traditions of the Club.

SECTION 25 (4) (21)

House Committee. A House Committee shall assist the General Manager and the Board of Directors in [developing and revising their plans for](#) the operation of the Club and shall perform such other duties as may be required by resolution of the Board of Directors.

SECTION 26 (19) (21)

Judges of Election Committee. A Judges of Election Committee composed of not less than ~~two~~five members shall (1) approve the official ballot containing the list of all candidates for election to the Board of Directors designated by the Nominating Committee and by the members of the Club, (2) conduct the election, and (3) report the results of the election in writing at the Annual Meeting of the members, all as provided in Sections 8 and 9 of these Bylaws.

SECTION 27 (19) (21)

Long Range Planning Committee. A Long Range Planning Committee shall assist the Board of Directors and the General Manager in planning for and achieving long range goals and objectives to facilitate the continuing future use, enjoyment and financial stability of the Club, and shall perform such other duties as may be required by resolution of the Board of Directors.

SECTION 28 (4) (9) (18) (21)

Nominating Committee. A Nominating Committee composed of not less than five voting members appointed at least ten weeks before each election of directors, shall nominate persons for election to the Board of Directors.

SECTION 29 (11) (21) (23)

Member Relations Committee. A Member Relations Committee shall publicize the achievements of the Club and its activities, assist the General Manager and the Board of Directors, supervise publication of the Club's member communications, and perform such other duties as may be required by resolution of the Board of Directors.

Membership

SECTION 30 (4) (6) (7) (9) (10) (11) (12) (16) (18) (19) (20)

Classes of Membership. Classes of membership and qualifications for eligibility as members therein shall be as follows:

Senior. Persons who have been members in classes other than Service, Nonresident or Special, for an aggregate period of 25 years or more and who are 65 or more years of age, or who have been members for 40 years or more and are 60 or more years of age.

Regular. Persons 30 or more years of age.

Intermediate. Persons 18 through 29 years of age.

Associate. Spouses of Senior, Regular, Life, Intermediate members and/or persons 18 through 25 years of age who are either:

1. Full-time students attending an accredited school or college or
2. On Active military duty in a noncommissioned status during such period of duty.

Junior. Persons from 10 through 17 years of age.

Nonresident. Persons who do not reside on the Island of Oahu for a cumulative period of six months during any 12 consecutive months.

Reciprocal. Persons eligible for Nonresident membership who also are members of clubs having reciprocal agreements with the Outrigger Canoe Club.

Guest. Persons eligible for Nonresident membership and sponsored by qualified Club members.

Service. ~~Commissioned officers~~ Active duty members of the armed services and government officials of the United States of America while ~~temporarily~~ stationed in the State of Hawaii.

Life. Persons who have been Regular members and who have been recommended for Life membership by the Board of Directors and approved at a general membership meeting.

Honorary. Persons noted for outstanding achievements or service.

Special. ~~Persons~~ The Board of Directors may from time to time allow a limited number of persons who would make a special contribution to the Club and who would otherwise not be available for membership may, for reasons deemed acceptable to the Board, are not yet able to become members, to be admitted for a term of one year or less ~~following written application and upon~~ recommendation by the Admissions and Membership Committee and approval of the Board of Directors.

Admission to Membership

SECTION 31 (4) (6) (8) (9) (10) (11) (13) (16) (20) (21) (23)

General Admission of Members. Applications for all Club memberships except Senior, Honorary, Reciprocal, and Guest classes of membership shall be made upon a printed application form approved by the Admissions and Membership Committee, which shall be signed by the applicant and by two sponsors who are voting members of the Club. Neither sponsor shall be a director, officer, member of said Committee, parent or close relative of the applicant. The application shall be forwarded to said Committee which shall cause the applicant's name to be posted for at least 30 days on the Club bulletin board and circulated to the membership at least 30 days prior to action by said Committee. Any member may, during said 30 days, protest the admission of the applicant to any member of said Committee. The Source of any such protest shall not be revealed. Applications shall be dealt with individually and shall be accepted or rejected by a majority vote of the Committee, subject to final approval by the Board of Directors.

Notification of Election or Rejection. The Secretary shall notify an applicant of his election, or his proposer if he is not elected, ~~and no applicant, failing of election, shall be eligible to reapply for membership until the expiration of one year from the rejection of his application.~~

Honorary. Honorary members shall be admitted by invitation on the unanimous vote of the Board of Directors for one year terms renewable by said Board.

Special. Special members may be admitted following written application and recommendation by the Admissions and Membership Committee on a majority vote of the Board of Directors for terms of one year or less renewable at the option of the Board.

Reciprocal. Reciprocal applicants may be admitted to membership for two weeks in a 12-month period upon presentation of current membership card and introductory credentials from the management of a club with which the Outrigger Canoe Club has a current reciprocal privileges agreement. Subject to restrictions as set forth by resolution of the Board of Directors.

Guest. Guest applicants may be admitted to membership for two weeks in a 12-month period by the issuance of a membership card by the General Manager on application by active members in good standing (except Junior, Reciprocal and Guest members). ~~Subject to~~ Guest members are subject to the Club Policies and to all restrictions as set forth by resolution of the Board of Directors from time to time.

Extensions. Reciprocal and Guest members may apply for extensions ~~of no more than 10 weeks~~ as provided in the Club Policies with prior approval of the General Manager and also the Club member sponsor in the case of Guest members.

Residency Requirements. In order to be eligible to apply for membership, an applicant must have been a bona fide resident of the State of Hawaii for a period of at least one year; provided, however, that the residency requirement shall not apply to applicants for Special, Honorary, Non-Resident, or Service Memberships.

Rights, Privileges and Restrictions

SECTION 32 (4) (9) (18)

Eligibility for Election, Voting Rights, Proxies. Only Senior, Regular, Life and Intermediate members shall have the right to vote and the right to be represented at any meeting of the ~~club~~ Club by written proxy filed with the Secretary of the Club, or the secretary of the meeting at which such right is desired. Such proxy shall be valid for 11 months unless limited by its terms or revoked in writing. Revocation must be filed with the Secretary of the Club or the secretary of any meeting thereof. Only Senior, Regular, Life and Intermediate members in good standing may hold proxies for another member. The Board may from time to time adopt additional procedures governing the use of proxies.

Restrictions. Only members in active status and in good standing are entitled to the rights and privileges granted by these Bylaws.

SECTION 33 (4) (6) (9) (10) (23)

Guests and Restriction Thereon. Any member may bring guests to the Club provided that no such guests are persona non grata. Any person shall be persona non grata who has had his membership terminated for cause, been expelled from the Club or been so declared by the Board of Directors; and such status shall continue unless rescinded by the Board of Directors. No guest shall visit the Club more than two days in any one month without written approval of the General Manager; provided, however, that this limitation shall not apply to the spouse of a member or to

the significant other of a member, if such significant other is in the company of said member. All guests shall be registered upon entering the Club premises and, except for spouses of members holding valid Special Guest Cards, shall be accompanied by their hosts and shall not incur any indebtedness to the Club.

SECTION 34 (21)

Change of ~~Address~~Contact Information. Each member shall immediately notify the Business Office of ~~a~~any change ~~of~~to the member's contact information, including phone, email, and mailing address.

SECTION 35 (21)

~~**Indebtedness.** Each member shall sign his name and his number when incurring any indebtedness to the Club and under no circumstances permit another to sign his name or number. Any violation shall automatically suspend any guilty person until such time as they are able to appear before the Board of Directors or Executive Committee.~~

~~[Intentionally omitted]~~

SECTION 36 (4)

~~**Guarantors for Minors.** Each member who is a minor shall secure some person satisfactory to the Admissions and Membership Committee to guarantee the payment of all amounts for which they shall become liable.~~

~~[Intentionally omitted]~~

SECTION 37 (9) (16) (20)

~~**Liability for Guest Member's Indebtedness.** Each active member sponsoring a Guest member shall be liable for all indebtedness of such person to the Club.~~

~~[Intentionally omitted]~~

SECTION 38 (16) (20)

Damage to Property and Liability. Members shall be liable for any damage ~~which~~or liability that they, their guests, or any guest admitted on their application may cause the Club or to Club property, and the amount of the same shall be billed to them when ascertained.

SECTION 39 (19) (22)

~~**Absence and Hardship.** Each member other than a Nonresident member who has been absent from Oahu for a continuous period of six months or more may petition the Board for remission of one half during such period.~~

~~The Board of Directors, at its discretion may grant inactive status to members, but not limited to, the following situations: financial hardship, illness that prevents use of the Club for an extended period, or absences from Oahu pursuant to military orders or to attend school.~~

Leave of Absence. The Board, in its discretion, may from time to time adopt Club Policies and procedures for Member Leave of Absence status. Leave of Absence is intended to be for extraordinary circumstances, not as a convenience to the Member.

Change of Membership. Any member who shall become ineligible to retain his membership shall and any member who may so desire may apply to the Admissions and Membership Committee for transfer to a different class and may be so transferred on the approval of such Committee and on compliance with any rule with respect thereto.

SECTION 41 (4)

Transfer of Membership. No membership shall be transferable except under such terms and conditions as prescribed by resolution of the Board of Directors consistent with Club Policies.

SECTION 42

Termination by Resignation. Any member may terminate his membership only by presentation of a written resignation to the Secretary on forms provided by the Club and by payment of all amounts for which they are liable to the Club.

SECTION 42.1

Former Members. Former Club members may be eligible to use the Club Facilities as a guest of another member. However, any former Club member who has an unpaid Club account balance, was expelled from membership in the Club, or was not in good standing with the Club when their membership was terminated, shall not be allowed to come on the Club property or to use the Club Facilities for any reason.

SECTION 43 (12)(19)

Reinstatement. Any person who has resigned his/her membership may be reinstated upon recommendation of the Admissions and Membership Committee and approval of the Board of Directors. Prior to reinstatement he/she shall pay the lesser of the current initiation fee or the dues accrued during the lapse of membership. Any member who has relinquished his/her membership upon marriage to another member may be reinstated without compliance to the above or Sections 30 or 31.

SECTION 44 (4)(21)

Termination by Board of Directors. Each membership shall be subject to arbitrary termination by the Board of Directors. Any membership terminated by the Board of Directors may be reinstated under such term and conditions as prescribed by resolution of the Board of Directors.

SECTION 45 (23)

~~**Discipline.** Each member shall be subject to discipline by the Board of Directors by fine of not to exceed \$1,000 for each violation of any rule or Bylaw of the Club and for any such violation or for any other reason satisfactory to the Board of Directors, including among others conduct off the Club's premises, by suspension of any or all of the rights and privileges of his membership in the Club, without reduction in dues, or by expulsion therefrom.~~

General. Any member, or any family member, invitee or guest of such member, whose conduct is deemed by the Board of Directors to be improper or likely to endanger the welfare, safety, harmony or good reputation of the Club or its members, may be reprimanded, fined, suspended or expelled from the Club by action of the Executive Committee. The Executive Committee shall be the sole judge of what constitutes improper conduct or conduct likely to endanger the welfare, safety, harmony or good reputation of the Club or its members. When the conduct of a member is such as may, in the opinion of the Executive Committee, be satisfied by an apology or reparation (including a fine) by a member, the Executive Committee may require the member to make such an apology or reparation and fix a time for performance. Failure to comply with the direction of the Executive Committee shall be sufficient grounds for suspension or expulsion.

Board Action. Except for automatic suspensions related to delinquent financial obligations to the Club, a member shall be notified in writing of any proposed disciplinary action and shall be given an opportunity to be heard by the Executive Committee to show cause why such member should not be disciplined, suspended or expelled in accordance with this Article at least fifteen (15) calendar days prior to the effective date of such discipline. If the member desires to be heard, the member must provide a written request for a hearing to the Executive Committee within five (5) calendar days after the Club's written notice to the member of its proposed action. Upon the Executive Committee's receipt of the written request for a hearing, the Executive Committee shall set a time and date not less than five (5) business days thereafter for such hearing. While such complaint is being considered by the Executive Committee, the member shall enjoy all privileges of the Club to which the member was entitled prior to such complaint, unless the Executive Committee determines, in its sole discretion, that the use of such privileges would be improper or likely to endanger the welfare, safety, harmony or good reputation of the Club or its members.

Suspension. A member may be suspended by a majority vote of the Executive Committee present and qualified to vote at any regular or special meeting of the Executive Committee for violation of the Bylaws or Club Policies, provided that the member has been provided notice of the proposed suspension and the opportunity to be heard as set forth in this Section. The period of suspension shall be as determined by the Executive Committee. A member who has been suspended shall forfeit all rights and privileges of membership until the period of suspension has expired and all indebtedness owed to the Club has been paid. A member's obligation to pay monthly dues, assessments or other charges shall continue during the period of suspension, except that no mini-charge shall be levied during the period of suspension. The mini-charge for suspension periods less than a month shall be prorated.

Expulsion. A member may be expelled for the reasons set forth in this Section by the Executive Committee at any regular or special meeting of the Executive Committee, provided that the member has been provided notice of the proposed expulsion and the opportunity to be heard as set

forth in this Section. If a member under consideration for expulsion requests a hearing, the member may appear in person and/or may file written statements. The member may also have the assistance of such persons as may be designated by the member in writing prior to the meeting.

After the hearing, the Executive Committee shall privately consider the charges and evidence and render a decision by a majority vote of the Executive Committee entitled to vote on the matter, a copy of which shall be furnished to the member. Only Executive Committee members who were present during consideration of the testimony at the hearing, either in person or by telephone, shall be entitled to vote. If a member under consideration for expulsion is a Director, the member shall not vote or participate as an Executive Committee member in the consideration of the charges as hereinafter provided. The action of the Executive Committee shall be final, conclusive, and binding on the Club and the member. A member who has been expelled as provided herein shall forfeit all rights and privileges of membership, except as otherwise provided in these Bylaws.

Suspension for Delinquency. Notwithstanding the foregoing, members who are delinquent in their financial obligations to the Club may be summarily and immediately suspended by the Executive Committee without a hearing. The Club deems the member's billing statement to the member as notice of his obligations and these Bylaws as notice of a proposed discipline if he fails to fulfill his obligations.

Notice by Mail. Members shall keep the Club informed at all times of their latest mailing address. A notice or other mailing from the Club shall be deemed to be accepted by, and delivered to the member to whom it is addressed, 2 calendar days for a Hawaii resident and 10 calendar days for a non-resident, if mailing is by certified mail, except as otherwise specified in these Bylaws.

Cost of Membership

SECTION 46 (4) (9) (15)

Control by Board of Directors. The initiation fee and dues, if any, of all classes of memberships shall be fixed from time to time by the Board of Directors, provided that no raise in dues shall be effective until 30 days after notice thereof posted on the bulletin board of the Club and mailed to the members affected.

Meetings

SECTION 47 (9) (23)

Annual Meeting. The Annual Meeting of the Club shall be held during the ~~month~~first sixty days of ~~February~~ each year at such place, day and hour as the Board of Directors shall by resolution designate.

SECTION 48

Special Meetings. Special meetings of the Club shall be held on the written request of the President, any three directors, or ~~25%~~of all members entitled to vote at the time and place and for the objects specified in said request.

SECTION 49 ⁽²³⁾

Notice of Club Meetings; Notices; Ballots. Notice of the annual meeting or any special meeting, stating the place, day, and time of the meeting, shall be delivered not less than ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall also include a description of the purpose or purposes of the meeting. The notice shall be given by or at the direction of the President, Secretary or other persons calling the meeting, and shall be delivered to each member entitled to vote either by mail, or by electronic transmission, if the member has consented to receive notices by electronic transmission. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears in the Club's records. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the member has consented to receive notice, (ii) when directed to a facsimile number at which the member has consented to receive notice, (iii) when posted on an electronic network together with separate notice of the specific posting given to the member by a means to which the member has consented, or (iv) when directed to the member if transmitted by any other form of electronic transmission to which the member has consented. If a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if it is announced at the meeting before adjournment. Any other notice to the members required or permitted by these Bylaws may also be given by mail, or by electronic transmission, if the member has consented to receive notices by electronic transmission, and any such notice shall be deemed to have been given if delivered in the manner described above.

The Club may deliver ballots by electronic transmission to any member that has consented to receive notices by electronic transmission and may accept ballots from any member by electronic transmission. In the case of an election of directors, the ballot shall provide an opportunity to vote for or withhold a vote for each candidate or, in the case of any other proposed action, the ballot shall provide an opportunity to vote for or against each proposed action.

SECTION 50 ⁽⁹⁾

Meetings of Directors and Notice. Regular meetings of the Board of Directors shall be held without notice at such time and place as the said Board may by resolution designate.

SECTION 50.1

Consent by Email. Any action that may be taken by unanimous written consent of the Board of Directors may be taken by email provided that: (a) the proposed action ("Action Request") sent by email to the Directors is approved by each Director by sending a return email from the email account in which the Director received the Action Request; and (b) the Action Request is approved "as written" by each Director without any suggested change; and (c) the Directors' return email each expressly state they approve the Action Request. The General Manager shall print the Directors' responses and, when every Director has responded to approve the action, the printed email shall be placed in the Club's corporate records.

SECTION 51 ⁽²³⁾

Special Meetings of Directors. Special meetings of the Board of Directors shall be held on call of the President or any three directors following notice to each director, either electronically, by mail telephone, personal service of written notice, or by message left at his/her regular place of business not less than one day before said meeting.

SECTION 52 ⁽⁴⁾

Quorum, Club Meetings. One hundred members entitled to vote present in person or by proxy shall constitute a quorum at any annual or special meeting of the Club, provided that less than a quorum may adjourn from time to time until a quorum shall be secured.

SECTION 53 ⁽²⁾

Quorum, Directors' Meetings. A majority of the regular members of the Board of Directors shall constitute a quorum at any meeting thereof.

SECTION 54

~~Committee Meetings. Committee meetings shall be held on call of the chairman, any two members or the General Manager of the Club.~~

[\[Intentionally Omitted.\]](#)

Miscellaneous

SECTION 55 ⁽¹⁹⁾ ⁽²¹⁾

~~Check and Other Instruments in Writing. All checks shall be signed by the General Manager and an officer designated by the Board of Directors or any two officers so designated except that checks of the denomination of less than an amount designated by the Board of Directors may be signed by the General Manager and an employee designated by the Board. All contracts, evidences of indebtedness and other instruments in writing in excess of an amount designated by resolution of the Board of Directors shall be signed by the President and Secretary or such other officers as the Board may designate; contracts, evidences of indebtedness and other instruments in writing less than the amount designated by the Board of Directors shall be signed by an officer designated by the Board of Directors or the General Manager.~~

[\[Intentionally Omitted.\]](#)

SECTION 56 ⁽²¹⁾

Waiver of Claims. Members of the Club, their administrators, representatives, executors, parents, guardians and agents waive and give up any and all claims, legal or otherwise, against the Club, its agents and employees arising from ~~Injury~~injury to person or property, death, or from any other circumstances giving rise to damages or ~~Losses~~losses due to negligence, breach of warranty, and

strict liability incurred while on or off Club property or arising in any manner from Club activities. The acceptance of membership in the Club is deemed consideration for such waiver.

SECTION 57

Posting ~~Rules and Regulations.~~ All rules and regulations adopted by virtue of these Bylaws Club Policies. All Club Policies shall be posted on the bulletin board of the Club or other conspicuous place on the Club premises, electronic post on the club's website, or by any other Board approved method.

SECTION 58 (3) (4)

Amendment of Bylaws. These Bylaws may be amended by a majority of the members present at any annual meeting or special meeting called for that purpose in the absence of a statute of the State of Hawaii to the contrary. The Board, for ease of use and reading, may re-number, re-order and reformat these Bylaws so long as such revision does not materially change the content of these Bylaws.

SECTION 59 (9)

Indemnification and Non-liability of Directors, Officers and Committee Members. Except as prohibited by law, in the absence of willful malfeasance, bad faith or gross negligence on the part of any Director Officer or Committee member, or reckless disregard of his/her prescribed obligations and duties, he/she shall not be subject to any liability to the Club, to any member of the Club or to any other person, firm or organization, for any act or omission in the course of, or connected with, rendering services prescribed in these Bylaws. Except as prohibited by law, if a claim or action is brought against any Director, Officer or Committee member for any omission or act in the course of, or connected with, the rendering of services required by his/her office, or committee then the Club shall indemnify and hold harmless said Officer, Director or Committee member for said claim or action and will defend him/her in that claim or action.

SECTION 60

Interpretation. The decision of the Board on any question or interpretation involving the Bylaws, or any provision herein, shall be final and binding, except as otherwise provided by law, the Charter and these Bylaws. These Bylaws shall be governed by the laws of the state of Hawaii.

SECTION 61

Gender. All pronouns in these Bylaws shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons referred to may require.

SECTION 62

Errata. Without further approval of the membership, the Board may correct such errata and scrivener's error as may exist in printed versions of these Bylaws.

Bylaws of Outrigger Canoe Club

Originally adopted at a special meeting of the members July 28, 1939, and amended thereafter at annual and special meetings on the following dates:

- (1) Annual February 28, 1945
- (2) Special November 22, 1957
- (3) Annual February 26, 1960
- (4) Annual February 28, 1964
- (5) Special July 23, 1964
- (6) Annual February 28, 1965
- (7) Annual February 24, 1967
- (8) Annual February 23, 1968
- (9) Annual February 22, 1971
- (10) Annual February 26, 1973
- (11) Annual February 25, 1974
- (12) Annual February 28, 1977
- (13) Annual February 25, 1980
- (14) Annual February 23, 1981
- (15) Special May 21, 1981
- (16) Annual February 27, 1984
- (17) Annual February 25, 1985
- (18) Annual February 29, 1988
- (19) Annual February 26, 1990
- (20) Annual February 25, 1991
- (21) Annual February 22, 1999
- (22) Annual February 25, 2002
- (23) Annual February 23, 2015