

BY - LAWS OF THE
HAWAIIAN CANOE RACING ASSOCIATION
AS AMENDED, DECEMBER 6, 1985

ARTICLE I

Principal Office: Seal

- SECTION 1. NAME. The Name of this corporation shall be Hawaiian Canoe Racing Association (hereafter "the HCRA), a non-profit organization.
- SECTION 2. PRINCIPAL OFFICE. The Principal Office of the HCRA shall be maintained at such place in the State of Hawaii as the Board of Directors shall determine.
- SECTION 3. PLACE OF MEETING. All meetings of the members and of the Board of Directors shall be held at the Principal Office of the HCRA, unless some other place is stated in the call.
- SECTION 4. SEAL. The HCRA shall have a corporate seal of such form and device as the Board of Directors shall determine.

ARTICLE II

Purposes

Principal purposes of HCRA are to:

1. Engage in, promote, encourage participation in and provide education and instruction in Hawaiian and Polynesian culture through canoeing and other related activities;
2. Foster, encourage and promote interest in the sport of and science of canoe racing and canoeing in the State of Hawaii;

ARTICLE II

Purposes

- 3. Encourage, maintain and perpetuate authentic Hawaiian canoe racing and preservation of Hawaiian Koa canoes; and,
- 4. Promote competitive inter-club, inter-island and international Hawaiian canoe racing. In its pursuit of this purpose, the HCRA may sponsor and/or conduct canoe regattas and races as may be decided upon by its membership. The HCRA shall also develop or assist in the development of: Uniform Race Rules; By Laws; Code of Ethics; Membership criteria; and such other materials as it deems necessary for the use and guidance of its members.

ARTICLE III

Membership

SECTION 1. CLASSIFICATION. The membership shall consist of (A) Association Members and (B) Affiliate Members and (C) Honorary Membership.

- A. Association Members; When two (2) or more clubs join together to form an association for open competition, that organization is eligible to be an association member. Upon acceptance, all the clubs and individuals within the association are also automatically affiliate members of HCRA. If there is more than one (1) association on an island, each association must have at least ten (10) active member clubs.
- B. Affiliate Members; Each club member or organization is eligible to be an affiliate member. Affiliate members do not have a vote unless they belong to an association member club.
- C. Honorary Member; Any individual, club, or organization that does not belong to an association member club.

ARTICLE III

Membership

- SECTION 2. APPLICATION FOR MEMBERSHIP: All applications for association membership in the HCRA shall be submitted to the Secretary in writing no later than March 31, together with payment of the prevailing initiation fee, if any and one (1) year's dues. Prospective Association Members must apply by March 31 of each calendar year. There is no deadline for affiliate members or honorary members.
- SECTION 3. ADMISSION TO MEMBERSHIP: Every qualified applicant eligible for membership shall be admitted as a member of the HCRA upon affirmative vote of the Board of Directors or such other manner as the Board of Directors may decide.
- SECTION 4. TERMINATION OF MEMBERSHIP FOR FAILURE TO PAY DUES, OTHER FEES AND ASSESSMENTS: Membership shall terminate automatically upon failure to pay the specified dues within three (3) months after they become due.
- SECTION 5. TERMINATION OR SUSPENSION FOR CAUSE: Membership may be terminated or suspended for cause after notice in writing and an appropriate hearing by an affirmative vote of three-fourths (3/4) of the members of the Board of Directors then in office, at a meeting duly called to consider such termination or suspension. An individual or club member may also be terminated. The individual or club member's of larger organization is then required to terminate the individual or club from its organization.
- SECTION 6. RESIGNATION: Any member may resign from the HCRA by filing a written resignation with the Secretary of the HCRA but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges previously incurred and unpaid.

ARTICLE IV

Annual or Special Meetings of the Club Membership

- SECTION 1. ANNUAL MEETING: The annual meeting of the affiliate club members of the HCRA shall be held in December 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 2. SPECIAL MEETINGS: Special meetings of the affiliate club members of HCRA may be held at any time upon the call of the President, or upon the call of any five (5) association directors or fifteen (15) voting affiliate club members.
- SECTION 3. NOTICE OF MEETINGS: A written or printed notice of every meeting of the affiliate club members of the HCRA stating whether it is an annual or special meeting, the authority of the call of the meeting, the place, day and hour thereof and the purpose therefor shall be given at least two (2) weeks before the day set for such meeting. Such notice shall be given to each member of the HCRA by mailing it, postage prepaid, addressed to such member at his/her address as it appears on records of the HCRA. If notice is given pursuant to the provisions of this section, the failure of any member to receive actual notice of a meeting shall in no way invalidate the meeting of any proceeding thereafter.
- SECTION 4. REPRESENTATION: Each Affiliate member club shall have one (1) representative who shall be designated in writing.
- SECTION 5. VOTING: Each affiliate member club shall have one (1) vote. There shall be no proxies allowed. Each association member and honorary members will have no vote. No individual may have two (2) votes.
- SECTION 6. NOTICE UNNECESSARY: Any affiliate member club of the HCRA may, prior to, at the meeting, or subsequently thereto, waive notice of any meeting in writing, signed by himself. At any meeting, the presence of any member of the HCRA shall be equivalent to the waiver of the giving of notice of the meeting to the affiliate member club.
- SECTION 7. QUORUM: Except as otherwise provided by law or by these By Laws or by the Charter of Incorporation, action taken by the majority of affiliate club members present at any meeting of which proper notice has been given shall be valid and binding upon the HCRA.

ARTICLE IV

Annual or Special Meetings of the Club Membership

(cont'd)

SECTION 8. ADJOURNMENT: Any meeting of the affiliate club members, 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 affiliate club members present. At any such adjourned meeting, any business may be transacted which might have been transacted at the original meeting as originally called.

ARTICLE V

Membership Fees, Dues and Assessments

SECTION 1. INITIATION FEE: Association members admitted into HCRA shall be required to pay an initiation fee. The amount of such fee for the ensuing year shall be established at the annual meeting of the membership but shall not be less than ONE-HUNDRED DOLLARS (\$100.00) and FIFTY DOLLARS (\$50.00) per affiliate club member.

Honorary members shall pay an initiation fee of TWENTY-FIVE DOLLARS (\$25.00), unless waived by the Board of Directors.

SECTION 2. DUES: All members of the HCRA shall pay annual dues. The amount of such dues, as set by the Board of Directors, shall not be less than FIFTY DOLLARS (\$50.00). All dues are payable to the Treasurer at the annual meeting. Dues for new members shall become payable upon application.

SECTION 3. OTHER FEES AND ASSESSMENTS: The Board of Directors shall have the right to establish from time to time such other fees, assessments and penalties as may be deemed necessary.

ARTICLE VI

Board of Directors

SECTION 1. MAKEUP: Each Association shall have two (2) members on the Board of Directors.

SECTION 2. ASSOCIATION DIRECTORS:

a. DIRECTORS: Each Association shall appoint two (2) directors to serve on the Board of Directors for HCRA.

b. ALTERNATE DIRECTORS: Alternate directors may also be named.

c. TERM OF OFFICE: Term of office shall be for two (2) years or until successors are duly appointed.

d. REMOVAL:

1). Removal may be effected by the Board of Directors for his or her misconduct.

2). Any Association director may be removed from office at any time and another person may be elected to his or her term at any special meeting of the members of the association represented by said association director, called for the purpose, by the affirmative vote of the majority of all the members present at such meeting. The Secretary of the Association or a duly appointed representative shall attend and certify the results of such meeting.

**SECTION 3. REGULAR MEETINGS: The Board of Directors shall establish regular meetings to be held in such places and at such times as deemed appropriate according to a scheduled timetable adopted by the Board of Directors at the first Board meeting following the annual meeting of the calendar year.

SECTION 4. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by the President, or by any three (3) delegates of three(3) different associations.

**SECTION 5. NOTICE OF MEETINGS: Written notice/reminder of any meeting of the Board of Directors shall be given to each Director by the Secretary two (2) weeks prior to the meeting as scheduled. Non-receipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present. Any director may waive notice of any meeting of the Board of Directors in writing signed by him/her either prior to or at, or after the meeting.

ARTICLE VI
BOARD OF DIRECTORS

(cont'd)

****SECTION 5. NOTICE OF MEETINGS:**

a. Any Association failing to have the required Directors/Alternates at a duly called or scheduled meeting shall be subject to a fine of TWENTY-FIVE DOLLARS (\$25.00) per Director. The fine must be paid prior to the next regular meeting; association voting privileges will be suspended until such fine is paid.

SECTION 6. QUORUM: A majority of the total number of Directors to which the Board is entitled shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of the majority of such quorum.

SECTION 7. VOTING: Each Director whether or not he or she is an officer shall be entitled to vote on all business of HCRA. There shall be no voting by proxy.

SECTION 8. NOTICE UNNECESSARY: The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of the meeting to the Director. No notice of a meeting of the Board of Directors need be given to any Director who at the time is absent from the State of Hawaii.

SECTION 9. POWERS: The Board of Directors shall manage the property and business of the HCRA and shall have and may exercise all of the powers of the HCRA except such as are reserved to or may be conferred from time to time ^{by the bylaws} by Law or by the Charter of Incorporation, and any amendment thereto or by the By Laws upon the members of the HCRA.

The operation and actions of the Board shall be reported to the members of the HCRA at the annual meeting of the members and at such additional times as may be required by the members.

****SECTION 10. COMMITTEES AND SPECIAL APPOINTMENTS:**

a. GENERAL: There shall be the following standing committees:

1. By Laws
2. Finance
3. Race Rules

ARTICLE VII

OFFICERS

- **SECTION 6. THE RACE SECRETARY: The Race Secretary shall retain all records of HCRA State Races, be responsible for the preparation of all race forms and submission of them to all member associations and in general, be responsible for administrative duties as deemed necessary by the Race Commissioner and/or the President.
- SECTION 7. SUBORDINATE OFFICERS AND AGENTS: The Board of Directors may appoint or employ such subordinate officers, including Assistant Treasurers or Assistant Secretaries, agents and employees as may be deemed proper, who shall hold their position at the pleasure of the Board of Directors. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board of Directors. Any officer of the HCRA may also be a subordinate officer, agent or employee.
- SECTION 8. SALARIES: The salaries and compensation to all officers, subordinate officers, agents and employees shall be determined by the Board of Directors. The authority to fix the salary and compensation of agents and employees may be delegated; provided however, notwithstanding any provision herein, all salaries and regulatory provisions applicable to Section 501 (c) (3) of the Internal Revenue Code of 1954 (or such provision of any future United States Internal Revenue Law.)
- SECTION 9. 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 said Board may direct.

ARTICLE VIII

AUDIT OF BOOKS OF THE HCRA

The Board of Directors may cause a complete audit to be made of the books of the HCRA at the request of any Director.

The Board of Directors shall appoint a certified Public Accountant (a person, firm or corporation) to conduct such an audit for the HCRA. No member of the Board of Directors shall be eligible to serve as Auditor.

** As amended by membership at the HCRA Convention-Hilo, Hawaii Dec.6,1985

ARTICLE IX

EXECUTION OF INSTRUMENT

- SECTION 1. AUTHORIZED SIGNATURES: All checks, drafts, bonds, acceptances, deeds, leases, contracts and other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors and shall in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or a Vice-President and counter-signed by the Treasurer or Secretary.
- SECTION 2. FACSIMILE SIGNATURES: The Board of Directors may provide for the execution of checks by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized to sign checks.

ARTICLE X

GIFTS AND CONTRIBUTIONS

The Board of Directors may accept on behalf of the HCRA any contribution, gift, bequest or devise.

ARTICLE XI

LIABILITY OF OFFICERS, DIRECTORS AND AGENTS

- SECTION 1. EXCULPATION: No Officer, Director and Agent of the HCRA shall be liable for acts, defaults or neglects of any other officer, director or agent, or for any loss sustained by the HCRA, unless the same has resulted from his or her own willful misconduct, willful neglect or negligence.
- SECTION 2. INDEMNIFICATION: Every Officer, Director and Agent, shall be indemnified by the HCRA against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he or she may be involved as a party or otherwise be reason of his or her being or having been an officer, director or agent of

ARTICLE XI

LIABILITY OF OFFICERS, DIRECTORS AND AGENTS

SECTION 2. INDEMNIFICATION: (cont'd)....the HCRA, whether or not he or she continues to be such Director or Officer of the HCRA at the time of the incurring or imposition of such cost, expenses or liabilities, except in relation to matters as to which he or she shall be finally adjudged in such action suit, proceeding, investigation or inquiry to be liable for willful misconduct or willful negligence toward the HCRA in the performance of his or her duties as such Director or Officer, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each Director and Officer 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 idemnification 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 insure to the benefit of the legal representation of such person.

ARTICLE XII

FISCAL YEAR

The fiscal year of the HCRA shall be such as may from time to time be established by the Board of Directors.

ARTICLE XIII

AMENDMENT TO THE BY LAWS

These By Laws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of all Board members present at any meeting of the Board of Directors 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 By Laws. A copy of such notice shall be sent also to all the members of the HCRA prior to such meeting.