

BYLAWS OF NA HOA HOLOMOKU OF HAWAI'I YACHT CLUB

(A Hawai'i Non-Profit Corporation)

adopted: November 13, 2000

amended: January 14, 2002

amended: December 9, 2002

ARTICLE I

NAME OF ASSOCIATION

The name of the Corporation shall be "NA HOA HOLOMOKU OF HAWAI'I YACHT CLUB." The definition of the "NA HOA HOLOMOKU" should be understood to mean SHIPMATES. Spelling of the name will include a dash over the letter "A" in the word NA.

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives and purposes of the Corporation are:

- Section 1. To perpetuate and promote all forms of boating whether recreational or commercial including the smallest dinghy to the largest transoceanic cruising, racing or fishing vessels.
- Section 2. To maintain communication with all members concerning any safety and security issue concerning their boats at a mooring, quay or dock and to assist whenever possible in preparation for inclement weather or any other situation which may threaten safety or security.
- Section 3. To work with both local and state authorities and their appropriate legislative bodies to promote marine recreation and commercial boating activities and improvement/establishment of marine facilities including lockable storage facilities near sites of boating activity.
- Section 4. To promote safe boating/sailing for all through marine safety classes and sailing instruction, especially including rules of the road.
- Section 5. To encourage assistance of members by maintaining a phone tree of volunteers who may provide guidance or labor in all aspects of boat maintenance and repair and to provide boat maintenance instruction on a regularly scheduled basis.
- Section 6. To organize and sponsor and invite local businesses to sponsor activities that promote boating/sailing, i. e. fishing tournaments, sailboat races, boat shows, boat parade of lights.
- Section 7. To establish a working relationship and a spirit of cooperation with the U. S. Coast Guard and U. S. Coast Guard Auxiliary for the purpose of promoting safety through safe boating checks and Courtesy Marine Examinations.
- Section 8. To organize and sponsor regularly scheduled beach and shore cleanup activities.

Section 9. To encourage and provide sail and safe boating education and activities with other boating associations, educational institutions, youth organizations, and yacht clubs.

ARTICLE III

MEMBERSHIP AND VOTING

Section 1. Charter Membership. Boaters and their immediate family members who were club members as of December 31, 2000 and who retain membership in good standing.

Section 2. Regular Membership. Hawaii County resident boaters and their immediate family members of the same household 18 years of age and older who have been sponsored by a charter or regular member in good standing.

Section 3. Associate Membership. Non-resident boaters and their immediate family members of the same household 18 years of age and older who have been sponsored by a charter or regular member in good standing.

Section 4. Junior Membership. Any person under 18 years of age or who is a full time student and who has been sponsored by a charter or regular member in good standing.

Section 5. Corporate Membership. Any corporation that is sponsored by a charter or regular member in good standing.

Section 6. Membership Fees. Membership fees will be established by the Board of Directors. To maintain membership in good standing the annual membership fee must be paid on or before January 1 of each year. New member membership fees will be prorated at a monthly rate determined by the Board of Directors for any full and partial months remaining in their first year of membership. Junior members who are minor children of charter or regular members are exempt from annual fees.

Section 7. Members in Good Standing. A member in good standing is any member who:

- (a) Maintains membership fees;
- (b) Believes in the objectives and purposes of this Club and;
- (c) Conducts themselves lawfully and is respectful of boats and boaters

Section 8. Voting Rights of Members. Each Membership in good standing shall be entitled one vote in all matters voted upon by the Club. Voting by proxy is not permitted.

ARTICLE IV.

CLUB MEETINGS

Section 1. Membership Meetings. There shall be at least one annual meeting of the membership. Notification of the annual membership meeting shall be given to all members at least 30 days prior to the date.

Section 2. Special Meetings. A special membership meeting may be called by a two-thirds (2/3) vote of the officers of the corporation, or by the written request of not less than two-thirds (2/3) of all charter or regular members. Special meetings must be held within 45 days of being legally called and members must be notified of the date, time and location at least 5 days in advance of the meeting date. Special meetings may only address pre-published agenda items.

- Section 3. Acts of the Corporation. The acts of the majority of membership present at any meeting at which a quorum is present shall be the acts of the Corporation except as otherwise provided herein.
- Section 4. Quorum. For the conduct of business there shall be at least two (2) officers and nine (9) charter or regular members of the Club present to constitute a quorum.
- Section 5. Conduct of Meeting. All membership meetings of the Club shall be in accordance with the latest edition of Robert's Rules of Order Newly Revised, Scott, Foresman publisher.
- Section 6. Minutes. Minutes of all meetings shall be recorded by the Club Secretary or a person designated by the Commodore.

ARTICLE V

BOARD OF DIRECTORS

- Section 1. Number and Qualification. The affairs of the Club shall be governed by a Board of Directors composed of nine (9) persons, all of whom must be charter or regular members in good standing. The Board of Directors will be elected to positions made vacant at the expiration of terms by the membership at the annual membership meeting. The Directors shall serve without compensation.
- Section 2. Tenure. Each Director shall serve a term of three (3) years. A Director may serve for three (3) consecutive terms including partial terms. There must be a break after 3 consecutive terms of at least one (1) year before an individual once again becomes eligible for service on the Board of Directors.
- Section 3. Installation of New Board Members. Each newly elected Board member shall become a voting member upon being administered the oath of office after election.
- Section 4. Vacancy. Vacancies on the Board of Directors due to resignation or illness shall be filled by vote of the majority of Directors at a scheduled Board of Directors meeting.
- Section 5. Powers and Authority. All corporate powers and affairs of the Club shall be exercised or controlled by or with the authority of the Board of Directors. The Directors shall have such power and duties as may be necessary or proper, including, but not limited to the following:
- (a) Conduct, manage and control affairs and business of the Club, and make policies and procedures not inconsistent with law or the Bylaws;
 - (b) Keep accurate records of all Board of Directors meetings, maintain records, and make reports as required by law;
 - (c) Ensure that all finances are protected and managed in the best interest of the Club;
 - (d) Designate or appoint all committees, which shall report and make recommendations to the Board of Directors;
 - (e) Develop, prepare and present an annual budget to the membership for approval;
 - (f) Choose annually from among the directors, signators for notes, acceptances, conveyances, contracts and other documents.

- Section 6. Scheduled Meetings. The Board of Directors shall meet monthly at a time and place known by the membership. Meetings of the Board of Directors will be open to the membership.
- Section 7. Quorum. For the conduct of business five (5) Board of Directors must be present to constitute a quorum.
- Section 8. Acts of the Board. The acts of a majority of the Directors present at any meeting at which a quorum is present shall be the acts of the Board. Any action taken by any Board member(s) purporting to act on behalf of the Board independently without the prior consent of the Board shall not be considered an act of the Board, and shall be strictly prohibited in accordance with HRS-415B.

ARTICLE VI

OFFICERS

- Section 1. Officers. The Officers of the Club shall be Commodore, Vice Commodore East, Vice Commodore West, Rear Commodore for Power, Rear Commodore for Sail, Secretary and Treasurer. Officers shall be elected by the members at the annual membership meeting. Officers shall serve a term of one (1) year and shall serve until their successor is elected. All records shall pass to the incoming Officers.
- Section 2. Commodore. The Commodore shall:
- (a) Be a duly elected member of the Board of Directors;
 - (b) Call and preside at all meetings of the Board of Directors and shall preside at all meetings of the Club members;
 - (c) Appoint the chairs of all committees with the approval of the Board of Directors;
 - (d) Serve as a member ex-officio of all committees;
 - (e) Serve as chief executive officer of the corporation.
- Section 3. Vice Commodore East. The Vice Commodore East shall:
- (a) In the absence or disability of the Commodore, the Vice Commodore shall perform all the duties of the Commodore in conjunction with the Vice Commodore West;
 - (b) Coordinate training programs to ensure that the objectives of Article II (Objectives and Purposes) of these bylaws is adhered to;
 - (c) Assist the Commodore in the performance of the Commodore's duties and perform such other duties as are incident to this office, as the Board of Directors may properly require.
- Section 4. Vice Commodore West. The Vice Commodore West shall:
- (a) In the absence or disability of the Commodore, the Vice Commodore shall perform all the duties of the Commodore in conjunction with the Vice Commodore East;

- (b) Contact other boating and yacht clubs to establish rapport and exchange reciprocal privileges;
- (c) Assist the Commodore in the performance of the Commodore's duties and perform such other duties as are incident to this office, as the Board of Directors may properly require.

Section 5. Rear Commodore for Power. The Rear Commodore for Power shall:

- (a) Coordinate and establish activities related to powerboats, such as fishing tournaments or powerboat cruises.
- (b) Assist the Commodore in the performance of the Commodore's duties and perform such other duties as are incident to this office, as the Board of Directors may properly require.

Section 6. Rear Commodore for Sail. The Rear Commodore for Sail shall:

- (a) Coordinate and establish activities related to sailboats, such as sail races, or sailboat cruises.
- (b) Assist the Commodore in the performance of the Commodore's duties and perform such other duties as are incident to this office, as the Board of Directors may properly require.

Section 7. Secretary. The Secretary shall:

- (a) Give notice of all meetings of the association membership and Board of Directors. Maintain and store original minutes of such meetings in a safe and secure place;
- (b) Be responsible for the safekeeping of the membership rolls;
- (c) Perform such other duties as are incident to this office as the Board of Directors may properly require.

Section 8. Treasurer. The Treasurer shall:

- (a) Be charged with the safekeeping of all monies, notes, bonds or other evidence of indebtedness or property belonging to the Corporation, keep an account of the financial transactions of the Corporation in accordance with generally accepted accounting practices, make disbursements in accordance with the approved budget and instructions of the Board of Directors;
- (b) Ensure that any required budget is scheduled, prepared and appropriately presented;
- (c) Make available monthly financial statements to the Board of Directors and the members;
- (d) Perform such other duties as are incident to this office, as the Board of Directors may properly require.

ARTICLE VII

COMMITTEES

- Section 1. Committees. The Board of Directors, by resolution adopted by a majority of directors present, may designate and appoint one or more committees. Committees shall have such authority as shall be delegated by the Board of Directors. All actions and decisions of such committees shall be subject to the approval of the Board of Directors. If a conflict arises between the Board of Directors and its committees, the decision of the Board of Directors shall prevail. The designation and appointment of any such committees and the delegation thereto of any authority shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by law.
- Section 2. Chair. The Chair of each committee shall be a member in good standing of the Club. The Chair shall be either appointed by the Commodore with approval of the Board of Directors or shall be selected from among its members as the Commodore delegates that responsibility. The Chair of each committee or their designated spokesperson shall represent the committee at all meetings. The Chair of each committee shall seek approval from the Board of Directors for the actions of the committee;
- Section 3. Removal. Any committee member whose removal has been proposed shall be given an opportunity to be heard at a committee meeting. A retiring or removed committee member must return all property and records of the Association promptly upon his or her leaving the committee.
- Section 4. Mission Statement. Each committee will provide a written mission statement to the Board of Directors for approval.
- Section 5. Quorum. The acts of a majority of the members present at a meeting at which a quorum is present shall be the actions of the committee.

ARTICLE VIII

BOOKS AND RECORDS

- Section 1. Records. The corporation shall keep an original or duplicate record of the proceedings of the members and the directors meetings, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate membership register, giving the names of the members, and showing respective addresses, the category and other details of the membership of each. The corporation shall also keep appropriate, records of account. The records provided for herein shall be kept by the respective officers whose duty it is to keep such records, or at its principal place of business wherever situated.
- Section 2. Access to Records. Every member shall, upon written demand under oath stating the purpose have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and Directors, and to make copies of extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office or at its principal place of business wherever situated.

ARTICLE IX

DISSOLUTION

- Section 1. Dissolution. In the event of voluntary or involuntary dissolution, procedures in Chapter 415B, Hawaii Revised Statutes will be adhered to. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501c of the Internal Revenue Code (or corresponding section of any future tax code) or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE X

AMENDMENTS TO BYLAWS

- Section 1. Amendment to Bylaws. These Bylaws may be amended by a two-thirds majority vote of the charter and regular membership in good standing in attendance at the membership meeting following the Bylaw Review committee recommendation presentation. Any amendment approved by the Club shall be effective as of the vote taken.
- Section 2. Bylaw Review. There shall be a Bylaw Review committee of no fewer than five (5) regular members in good standing. The committee shall be formed at the call of a two-thirds vote of regular members at any membership meeting or be appointed by the Board of Directors at any Board of Directors meeting. The committee shall review the bylaws and make its recommendations to the membership either orally or in writing at least 30 days prior to the next membership meeting..
- Section 3. Hawaii Revised Statutes. These Bylaws shall be subject to Chapter 415B, Hawaii Revised Statutes, as amended, and in case of any conflict, State law shall prevail.
- Section 4. Invalidity. In case any provision of these Bylaws shall be held invalid, such invalidity shall not render invalid any other provision hereof which can be given effect.