



POLICY STATEMENT

BACKGROUND: Our By-Laws are silent with respect to the formulation and execution of policy as conceived by the Board of Directors, the Athletic Director and the Head Coach. Therefore the Executive Committee of the Board of Directors hereby establishes the following policies and procedures governing the day-to-day relationships among those positions.

ESTABLISHING POLICY: The Board of Directors directly, or as necessary through its Executive Committee, shall formulate all policies as they relate to coaching, paddling practices, racing and all associated activities. Policies shall be transmitted by and through the Athletic Director to the Head Coach and from the Head Coach to all assistant coaches.

DUTIES AND RESPONSIBILITIES:

Athletic Director: The duties and responsibilities of the Athletic Director shall be as provided in By-Laws, Article VII, Section 1, and, in addition, the Athletic Director shall: (1) transmit policy and procedure to the Head Coach, as established by the Board of Directors or its Executive Committee; (2) ensure that such policy is implemented and may formulate policy and procedure, as required, on a day-to-day basis in consultation with the President; (3) work closely with the Race Secretary in an effort to ensure that paddlers' records are properly maintained in an effort to avoid any racing disqualifications due to incomplete or inaccurate records; and (4) be responsible for and supervise the activities of the Equipment Manager to ensure that canoes and canoe related equipment are maintained and available and are properly transported to all regattas and races.

Head Coach: The duties and responsibilities of the Head Coach shall be as provided in By Laws, Article VII, Section 2, and, in addition, shall implement policy and procedure as directed by the Athletic Director and shall seek to ensure that "Paddlers' Responsibilities", as set out in By-Laws, Article VII, Section 3, are implemented.

POLICY INTERPRETATION AND DISPUTE RESOLUTION: Application of policy shall be implemented through coordination between the Board of Directors and the Athletic Director and through consultation and agreement between the Athletic Director and the Head Coach. In the event that agreement cannot be achieved in any given situation, the matter shall be referred to the President who shall convene a meeting of the Executive Committee which shall seek a resolution. The Executive Committee may invite the Athletic Director and the Head Coach to any such meeting. If the matter should not be resolved by the Executive Committee, it shall be referred to the Board of Directors for resolution.

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With Amendments Adopted November 29, 2015

ARTICLE I

NAME

This organization shall be known as "Kai 'Opua Canoe Club", based in Kailua-Kona, Hawaii, and shall be a non-profit corporation, registered with the Department of Commerce and Consumer Affairs in Honolulu, Hawaii, and with the United States Internal Revenue Service as a 501C3 tax exempt organization.

ARTICLE II

PURPOSE

SECTION 1. The purpose of this club shall be to educate its paddling members in the lore of Hawaiian culture, namely Hawaiian Outrigger Canoe racing and its related activities: carving of canoe hulls, paddles, iakos and amas, rigging outrigger canoe sections, and any other areas of interest pertaining to the adaptation of ancient methods to the modern canoe activities of this era.

SECTION 2. This club shall promote and foster sports with an emphasis on aquatic athletics peculiar to Hawaii and traditional to Hawaiian culture. It shall stimulate interest in Hawaiian outrigger canoeing, swimming and surfboarding. It shall further the development of the youth of Hawaii in the Kona area. It shall provide qualified instructors to train the youths.

ARTICLE III

MEMBERSHIP AND DUES

SECTION 1. The Board of Directors shall establish, before the annual Membership Meeting, the categories of membership and dues for each, Membership in the Club shall be open to all persons upon the payment of annual dues. The Board of Directors may also establish rules providing that members may be dropped from membership for failure to pay dues promptly or for other good cause. Upon the determination by the Head Coach that a paddler is financially unable to pay dues, and, that the paddler would make a valuable contribution to the Club or to a crew, the paddler may petition the President to waive the annual dues for the paddler and the President may waive such dues. If the President declines to waive such dues, the paddler may appeal to the Board of Directors, which shall make the final decision.

SECTION 2. The annual membership period shall run from January 1 to December 31, and the annual dues shall be payable at the time of application. Dues for new members shall become due and payable at the time of application.

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SECTION 3. Paddling members shall be ineligible to participate in racing events if their dues have not been paid for the current year.

SECTION 4. Persons shall be ineligible to vote or otherwise participate in any meeting until membership dues or other indebtedness are paid.

ARTICLE IV

GENERAL OPERATIONS

SECTION 1. The Board of Directors shall establish a fiscal year for the operation of the Club and shall annually adopt, within two months after the Annual Membership Meetings, general and operating capital budgets for the Club's operation and affairs.

ARTICLE V

BOARD OF DIRECTORS AND ADVISORS

SECTION 1. BOARD MEMBERS: There shall be a minimum of fourteen and a maximum of seventeen members of the Board of Directors and it shall be comprised of the following positions:

Ex Officio:	Immediate Past President
	Athletic Director
Elected:	President
	First Vice President
	Second Vice President
	Third Vice President
	Treasurer
	Secretary

Appointed: The Race Secretary, the Athletic Director and a minimum of five additional members shall be appointed by the newly elected President and approved by a majority of the other elected officers of the Board. If the position of Immediate Past President is vacant because there is no incumbent or the incumbent has been elected as an officer of the Board or because of inability or unwillingness to serve, the newly elected president shall appoint a replacement member to the Board who shall be subject to the approval of a majority of the elected officers of the Board. At least two (2) of the members shall be appointed from the general paddling membership.

All Ex Officio, Appointed and Elected members of the Board of Directors shall have full voting power to act on all business of the Club.

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SECTION 2. TERM OF OFFICE: The Officers shall be elected for a term of two (2) years, and shall take office immediately following their election. Appointed and Ex Officio Directors shall serve for two years or until replaced.

SECTION 3. REMOVAL: The Board of Directors may remove, by majority vote, any Officer, Director or Advisor for failure to perform his/her duty or for other reasons as deemed necessary. The Secretary, or other person designated by the President, shall provide notification of this proposed action to the member with sufficient time for the member's preparation of an appeal. The date, time and location of the meeting shall be included in the notice.

SECTION 4. VACANCY: A vacancy shall exist in any seat on the Board of Directors should the incumbent be absent from three consecutive regular meetings, unless expressly excused by action of the Board of Directors, or upon the resignation or removal of an officer or director. Any vacancy in an elected office shall be filled by a majority approval of a replacement by the Board of Directors. Vacancies in appointed Director seats shall be filled by the President's appointment, subject to majority approval of the Board of Directors.

SECTION 5. ADVISORS: Advisors may be appointed by the President, after the new Board of Directors has been seated and from time to time during the year. The Advisors shall serve with no vote.

ARTICLE VI

AUTHORITY AND DUTIES OF OFFICERS

SECTION 1. PRESIDENT: The President shall be the executive officer of the Club and shall have general supervision of its business and affairs and shall ensure that the will of the membership is faithfully executed. The President shall:

- a) Preside at the Annual Membership Meeting, all General Membership Meetings, and all meetings of the Board of Directors;
- b) Appoint Advisors and Members of the Board of Directors in accordance with Article V of these By-Laws and all standing and Special Committee Chairpersons and members in accordance with Article X of these By-Laws;
- c) Sign all official documents of the Club;
- d) Sign all of the checks as requested by the Treasurer;
- e) See to the proper observance and enforcement of all By-Laws, rules of conduct and regulations of the Club;
- f) Serve as ex-officio member of all committees.

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g) In case of emergency, as determined by the President, the President may cause action to occur which may result in a contractual relationship or the expenditure of funds only after consultation by telephone or otherwise with a majority of the elected members of the Board and only after receiving their assent, and shall bring such action to the Board for its information at its meeting next succeeding such action.

SECTION 2. FIRST VICE PRESIDENT: In the absence of the President, the First Vice President shall assume all the duties of the President. The First Vice President shall be responsible for those duties which the President may assign and may co-sign all checks as requested by the Treasurer.

SECTION 3. SECOND VICE PRESIDENT: The Second Vice President shall be responsible for notifying all Board Members of upcoming meetings and serve in the absence of the First Vice President. The Second Vice President shall be responsible for those duties which the President may assign. In the absence of the Treasurer, the Second Vice President shall assume all duties of the Treasurer, and shall assist the Treasurer as requested by the President or Treasurer.

SECTION 4. THIRD VICE PRESIDENT: The Third Vice President shall be responsible for those duties which the President, the First Vice President, or the Second Vice President may assign.

SECTION 5. TREASURER: The Treasurer shall receive and have custody of all Club funds, keep them in bank accounts approved by the Board of Directors and sign checks, which shall be co-signed by either the President or Vice President if over \$250.00. The Treasurer shall keep an accurate account of the finances of the Club and shall render a report at each meeting and an audited report at the Annual Meeting, collect all dues, make payments in accordance with the Board-approved budget or otherwise upon authorization of the Board, receive budgets from committee chairpersons and compile the information for approval. Each December the Treasurer shall submit a proposed budget to the Board of Directors for the coming year. The Treasurer may select assistant treasurers if necessary. The Treasurer shall also be a member of the Finance Committee.

SECTION 6. SECRETARY: The Secretary shall be responsible for all communications relating to the Club's activities; shall work with the Publicity Committee shall take accurate minutes, prepare agendas and be responsible for their distribution; shall maintain a current membership roster; shall keep a file on all activities of the Club; shall notify members about General Meetings, regular and special meetings; shall aid and assist the President in all matters concerning the Club; and shall be responsible for keeping an accurate inventory of all Club equipment on file.

SECTION 7. RACE SECRETARY: The Race Secretary shall keep all records concerning paddlers and their Club paddling activities and classifications be responsible for preparing and maintaining rosters of paddling members, cards, age verifications, and all other paddling and racing statistics; shall work in close cooperation with the Athletic Director and coaching staff and the Membership Committee.

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ARTICLE VII

ATHLETIC DIRECTOR

SECTION 1. The Athletic Director shall be elected by a majority vote of the newly elected and appointed Board of Directors at the Annual Meeting or within one month thereafter. The Athletic Director shall be responsible for the nomination of the coaching staff. The coaching staff nominations shall be subject to a majority approval of the Board of Directors. Prior to the first day of February of the year elected by the Board of Directors, the Athletic Director shall submit to the Board of Directors for its consideration:

- a) A budget itemizing projected expenditures;
- b) Training schedules which will ensure cooperative relationships between paddling members, coaches and assistant coaches;
- c) A Plan of Action to the Board of Directors within one month of his/ her appointment setting forth the projected paddling and racing activities, including training schedules for the coming season;
- d) And shall, at each regular Board of Directors' Meeting, present a report of the prior month's activities and a projection of the coming month's proposed activities.

SECTION 2. **COACHES' RESPONSIBILITIES:**

The Coaches:

1. Must commit themselves for the entire season unless the Board approves earlier release; must set an example by actively participating in and assisting in the coordination of all Club functions on and off season; should be the first on the scene and the last to leave.
2. Shall enter crews in every MOH-sanctioned long distance regatta or race. In the event of long-distance races male and female crews shall be entered.
3. Shall encourage annual participation in the men and women Molokai Channel Races,
4. Shall have all young-member (18 years and below) crews out of the water before 5:00 p.m.
5. Shall ensure equal usage of all Club canoes among crews.
6. Shall not keep crews in the water for an unreasonable length of time if other crews are waiting for a canoe.
7. Shall maximize time in canoe for workout purposes, not talk.

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8. Must have the ability to identify shortcomings in individual paddlers and instruct each paddler as to what he/she needs to do to correct the short-coming. This must be done well enough in advance of a regatta/race so the paddler has time to correct the deficiency. This is accomplished with the intention of promoting and advancing long-time dedicated KAI `OPUA CANOE CLUB paddlers.
9. Shall treat transferring paddlers, regardless of experience, as having no "a priori" rights.
10. Shall make crew selections based on: ability, attendance, and Club support.
11. Shall utilize all KAI `OPUA CANOE CLUB paddling members in crew selections for long distance races before utilizing paddlers from other clubs.
12. Shall stress the need for paddler participation in all Club functions and attendance at all meetings.
13. Shall verify that paddling members have paid their dues. No paddler may be permitted to practice if membership dues are not paid for the current year.

SECTION 3. PADDLERS' RESPONSIBILITIES:

Paddlers shall:

1. Support the Club in all types of activities on and off season. The season runs from Annual Meeting to Annual Meeting.
2. Notify coach or crew member if they cannot make a practice session.
3. When assigned, be at the regatta site at coach's discretion and, when assigned, shall leave no sooner than when the canoes are loaded on the trailer following the last race of the day.
4. Attend all Club membership meetings and be responsible for information disbursed at said meetings.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS

SECTION 1. The election of officers shall be at the last General Meeting of the season, or as soon thereafter as possible.

SECTION 2. A. At a regular meeting, at least two months prior to the date of the General Membership Meeting, the President shall appoint a committee of three (3) to be known as the Nominating Committee.

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- B. At this time, the Secretary shall give written notice to the general membership that nominations will also be accepted from general members of the Club. The general membership roster shall be provided to the Nominating Committee and shall be made available to the general membership prior to the General Membership Meeting,
- C. The Nominating Committee shall present a slate of proposed officers to the Board of Directors during the month of October, or as soon thereafter as possible. A second slate of officers shall be comprised of individuals who have received the most nominations from the general membership shall be prepared no later than two weeks prior to the General Membership Meeting. The proposed slate shall be made available by the Nominating Committee to any member requesting them. Both slates shall be included on the ballot.

- SECTION 3.
- A. At the General Membership Meeting, the Nominating Committee shall be in charge of the election, including the preparation, distribution, collection and tabulation of the ballots.
 - B. After the distribution of the ballots, additional nominations shall be requested from the floor, If any additional nominations are made, they shall be considered as write-in candidates and shall be introduced and offered an opportunity to make a short statement.
 - C. Voting shall be by secret ballot, and only members in good standing shall vote.

- SECTION 4. The nominee for each office receiving the largest number of votes shall be declared elected. A tie vote shall result in another election for that office and if another tie results, the election to the office shall be determined by the flip of a coin.

ARTICLE IX

MEETINGS

- SECTION 1. REGULAR BOARD OF DIRECTORS MEETINGS: There shall be a Regular Board of Directors meeting each month. Any other Board meeting shall be a "Special Board of Directors Meeting."

- SECTION 2. SPECIAL BOARD OF DIRECTORS MEETINGS: Such meetings may be called by the President or by at least five other Board Members, provided that all Board Members shall have been notified at least three days prior to the date of the meeting. The reasons and agenda for the special meeting shall be given with the notice therefore, and actions of the Board at such meeting shall be limited to agenda items included in that notice.

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SECTION 3. ANNUAL MEMBERSHIP MEETING: An Annual Membership Meeting shall be prior to January 1. The purpose of such meeting shall be the welcoming of new and returning paddlers, introduction of Officers, announcement of the President's appointments, if any, of Members to the Board of Directors and various Committees, to announce the election of the Athletic Director by the Board of Directors, to consider and vote on proposed amendments to the By-Laws, to hear annual reports from Committees, and an annual budget review for the past together with the proposed budget for the coming year from the Treasurer, and for general discussion of Club activities and goals for the coming year.

SECTION 4. GENERAL MEMBERSHIP MEETING: General Membership meetings shall be held at least twice yearly inclusive of the Annual Membership Meeting. The President shall preside. All such meetings shall be called by the Secretary at the direction of the President. The purpose of such meetings shall be:

1. to educate and inform members as to Club affairs and interest
2. for members, Officers and Directors to exchange views and opinions;
3. for the membership, generally or by resolution, to communicate with the Board of Directors;
4. consider and vote on the adoption of amendments to these By-Laws, and
5. to elect officers for the following year as applicable under the By-Laws.

SECTION 5. PADDLING MEMBERSHIP MEETINGS: These meetings maybe called for by the Athletic Director at his discretion, and are for coaching, training or information purposes only. Whenever possible, reports of such meetings should be submitted to the Board of Directors.

SECTION 6. QUORUM:

- a) General Membership Meeting: No quorum is required unless voting on By-Laws Amendments or voting for election of officers. In that instance, a quorum of 30 members in good standing shall be required.
- b) Regular or Special Board of Directors Meetings: Five (5) Members of the Board.
- c) Annual Meeting: 30 members in good standing.

SECTION 7. PROXIES: There shall be no proxies accepted for any of the Club meetings.

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ARTICLE X

STANDING COMMITTEES AND SPECIAL COMMITTEES

- SECTION 1. STANDING COMMITTEES: There shall be the following Standing Committees: Education, Finance, Events, Aloha, Equipment, and Maintenance, Publicity, Ways and Means and Membership
- SECTION 2. SPECIAL COMMITTEES: The Board of Directors may establish Special Committees from time to time as the Board shall determine. Unless earlier terminated by the Board, all Special Committees shall be automatically terminated upon the election of Officers at the General Membership Meeting so stated in Article VIII.
- SECTION 3. DEFINITION AND TERMS OF APPOINTMENTS: Each Standing and Special Committee shall be composed of three (3) or more Club members. The Chairperson shall be appointed by the President, and the President may at his/her discretion delegate the appointment of all committee members to the Chairperson thereof. The membership terms of all Committees shall expire at the next Annual Membership Meeting unless reappointed by the newly elected President, except that Special Committee membership terms shall end earlier upon termination of that committee by the Board of Directors. All committee appointments shall be subject to majority approval of the Board.

ARTICLE XI

DUTIES OF STANDING COMMITTEES

- SECTION 1. EDUCATION: This committee shall concern itself with instituting and maintaining a program of instruction and training to implement the purposes of this Club. (Refer to Article II, Sections 1 and 2, of these By-Laws.) This committee shall be composed of the Athletic Director, and other instructors/teachers as the Athletic Director or President shall select with the approval of the Board.
- SECTION 2. FINANCE: This committee shall prepare a budget of estimated income and expenditures for submission to the Board and shall submit such other recommendations on Club finances as may be required by the Board or as the Committee may deem important. No expenses may be incurred by any other committee or individual without the prior approval of this committee, and final approval of the Board.

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- SECTION 3. EVENTS: This committee shall be responsible for planning and coordinating all fundraising events, and shall be responsible for all purchasing, cooking and serving when food is involved. It may enlist the help of the membership when necessary. It shall prepare a budget and submit it to the Finance Committee for its review and approval in accordance with the Club's annual budget. It shall present to the Board a plan outlining the event(s) to be undertaken, including a schedule of activities, responsibilities therefore and the budgeted costs and revenues therefore. No spot expenditures in cash shall be made without vouchers or receipts. Lists of volunteer members shall be submitted to the Board as soon as possible after the activity and kept on file for future reference
- SECTION 4. ALOHA: This committee shall concern itself with areas of hospitality within the Club's activities. It shall provide acknowledgements toward members who are ill, hospitalized, family bereavements, etc. It shall arrange for persons doing business with the Club to be met at the airport by Club representatives and transportation provided for Club business.
- SECTION 5. EQUIPMENT AND MAINTENANCE: This committee shall concern itself with the upkeep of equipment owned or loaned to the Club. It shall prepare a budget of projected expenditures for submission to the Finance Committee. The Athletic Director shall be an ex officio, non-voting member of this committee. This committee shall also take an inventory and submit a list to the Club Secretary of the Club's equipment used for the repair and maintenance of the canoes at the beginning and at the end of each paddling season.
- SECTION 6. PUBLICITY: This committee shall concern itself with the material and media by which the members and the public shall receive a true and accurate account of the objectives, programs and achievements of the Club. All information about the Club's activities, projects, etc., must be approved by the President prior to publication.
- SECTION 7. WAYS AND MEANS: This committee shall concern itself with the ways and means of increasing the treasury. It shall investigate and determine sound fund-raising projects. It shall prepare a budget of income and expenditures for these projects to the Finance Committee, prior to final approval of the Board. The Treasurer shall be a member of this committee.
- SECTION 8. MEMBERSHIP: This committee shall concern itself with the membership of the Club, to collect membership dues, assist with fund raising projects and travel accommodations. It shall work closely with the Race Secretary and the Treasurer.

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SECTION 9. BY-LAWS COMMITTEE: This committee shall concern itself with periodic reviews of the By-Laws and shall, from time to time, prepare and present to the Board of Directors proposed revisions and amendments as requested by the President, the Board of Directors or as determined to be appropriate by the Committee.

ARTICLE XII

REVISIONS AND AMENDMENTS TO THE BY-LAWS

SECTION 1. Amendments to the By-Laws shall only be made at a General Membership Meeting or the Annual Membership Meeting. Amendments shall be adopted and become effective upon a simple majority vote.

SECTION 2. All amendments to the By-Laws shall be initiated by the written presentation from the By-Laws Committee of its recommendation for such amendment(s) to the Board at either a Regular Board of Directors meeting or a Special Board of Directors meeting called for such purpose. The Board may choose not to take up or to table consideration of any amendments, or may approve all or part of the recommended amendments with or without the Board's further amendments thereto. No other amendments to the By-Laws shall be made without the prior recommendation of the By-Laws Committee; a negative recommendation from the Committee as to such other amendments shall not bar the Board from then acting to initiate such other amendment(s). Amendments which have been duly approved by the Board shall be presented to the General Membership for adoption at either a General Membership Meeting during the current membership year or at the next Annual Membership Meeting as the Board may determine. Provided, however, that the proposed written amendment(s) and the time, date and location of the meeting at which the Board will present those amendments for adoption, including the complete text of the amendments and a reasonable explanation of their purpose, shall have been made available to members of the Club at least thirty (30) days prior to that scheduled meeting date, and the Secretary shall so certify.

ARTICLE XIII

PROPERTIES OF THE CLUB

SECTION 1. Prior approval of the Board must be obtained before Club property may be loaned, leased, or sold.

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ARTICLE XIV

RESPONSIBILITIES OF MEMBERS

- SECTION 1. No member shall institute or conduct any project in the name of this Club without the full consent of the Board.
- SECTION 2. No member shall use the name of this Club to enhance any sales requiring community financial support without prior consent of the Board and at no time shall the name of this Club be used for political purposes. To do so may cause legal action.
- SECTION 3. Membership must be established before participating in any Club activity.
- SECTION 4. All money due from Club projects must be submitted as soon as possible after the project's completion. Failure to do so is cause for loss of membership.
- SECTION 5. Transportation on or off the Island shall not be provided for any member who has an indebtedness to the Club.

ARTICLE XV

PARLIAMENTARY PROCEDURE

- SECTION 1. Parliamentary Procedure shall be in accordance with the current edition of "Robert's Rules of Order", newly revised, when not otherwise prescribed by these By-Laws.