



KOA Bylaws 2018

TABLE OF CONTENTS

| | |
|--------------------------------------------------------------|-----|
| ARTICLE I. <i>Name</i> | 1 |
| Section I. | |
| ARTICLE II. <i>Principal Office</i> | 1 |
| Section I, Section II | |
| ARTICLE III. <i>Purpose</i> | 1 |
| Section I, Section II, Section III | |
| ARTICLE IV. <i>Membership</i> | 1-2 |
| Section I. <i>Limitation on Active Club Membership</i> | 1 |
| Section II. <i>Club Dues</i> | 2 |
| Section III. <i>New Club Membership</i> | 2 |
| Section IV. <i>Continuation of Membership</i> | 2 |
| Section V. <i>Inactive Club Membership</i> | 2 |
| Section VI. <i>Reinstatement of Inactive Club Membership</i> | 3 |
| Section VII. <i>Resignation</i> | 3 |
| ARTICLE V. <i>Council of Clubs</i> | 4-5 |
| Section I. <i>Council of Clubs</i> | 4 |
| Section II. <i>Powers and Responsibilities</i> | 4 |
| Section III. <i>Voting</i> | 4 |
| Section IV. <i>Club Representatives</i> | 4 |
| Section V. <i>Quorum</i> | 4 |
| Section VI. <i>Meetings</i> | 4 |
| Section VII. <i>Fines</i> | 5 |
| Section VIII. <i>Annual Meeting</i> | 5 |
| Section IX. <i>Special Meetings</i> | 5 |
| Section X. <i>Notice of Meetings</i> | 5 |
| ARTICLE VI. <i>Executive Board</i> | 5-7 |
| Section I. <i>Executive Board</i> | 5 |
| Section II. <i>Subordinate Officers and Agents</i> | 5 |
| Section III. <i>Powers and Responsibilities</i> | 5-6 |
| Section IV. <i>Quorum</i> | 6 |
| Section V. <i>Minutes</i> | 6 |
| Section VI. <i>Meetings</i> | 6 |
| Section VII. <i>Annual Meetings</i> | 6 |
| Section VIII. <i>Election and Term of Office</i> | 6 |
| Section IX. <i>Vacancies</i> | 7 |
| Section X. <i>Removal From Office</i> | 7 |

TABLE OF CONTENTS

| | |
|-------------------------------------------------------------------------|-------|
| ARTICLE VII. <i>Duties of Officers</i> | 7-8 |
| Section I. <i>President</i> | 7 |
| Section II. <i>Vice President</i> | 7 |
| Section III. <i>Treasurer</i> | 7-8 |
| Section IV. <i>Secretary</i> | 8 |
| Section V. <i>Race Director</i> | 8 |
| Section VI. <i>Race Secretary</i> | 8 |
| | |
| ARTICLE VIII. <i>Committees</i> | 9-15 |
| Section I. <i>Race Committee</i> | 9-10 |
| Section II. <i>Finance Committee</i> | 10 |
| Section III. <i>Nominating Committee</i> | 10-11 |
| Section IV. <i>Race Rules Committee</i> | 11 |
| Section V. <i>By-Laws Committee</i> | 11-12 |
| Section VI. <i>Disciplinary Committee</i> | 12-13 |
| Section VII. <i>Membership Committee</i> | 14-15 |
| Section VIII. <i>Special Committees</i> | 15 |
| | |
| ARTICLE IX. <i>Race Rules</i> | 15 |
| Section I. <i>Race Rules</i> | 15 |
| Section II. <i>Amendments</i> | 15 |
| | |
| ARTICLE X. <i>Conduct and Discipline</i> | 16 |
| | |
| ARTICLE XI. <i>Fundraising</i> | 16 |
| Section I. <i>Approval of Executive Board</i> | 16 |
| Section II. <i>Disposition of Money</i> | 16 |
| | |
| ARTICLE XII. <i>Contracts, Checks, Deposits and Gifts</i> | 16-17 |
| Section I. <i>Contracts</i> | 16 |
| Section II. <i>Checks, Drafts and Orders</i> | 16 |
| Section III. <i>Deposits</i> | 17 |
| Section IV. <i>Gifts</i> | 17 |
| | |
| ARTICLE XIII. <i>Books and Records</i> | 17 |
| | |
| ARTICLE XIV. <i>Fiscal Year</i> | 17 |
| | |
| ARTICLE XV. <i>Distribution of Earnings and Assets Upon Dissolution</i> | 17 |
| | |
| ARTICLE XVI. <i>Budgets</i> | 18 |
| | |
| ARTICLE XVII. <i>Order of Business</i> | 18 |

| | |
|-------------------------------------------------------------------|----|
| ARTICLE XVIII. <i>Liability of Officers, Directors and Agents</i> | 18 |
| Section I. <i>Exculpation</i> | 18 |
| Section II. <i>Indemnification</i> | 18 |

| | |
|-------------------------------------------|----|
| ARTICLE XIX. <i>Amendments to By-Laws</i> | 19 |
|-------------------------------------------|----|

KAUAI OUTRIGGER ASSOCIATION BYLAWS

Article I

Name

Section I.

The name of this association shall be Kauai Outrigger Association, hereinafter referred to as KOA.

Article II

Principal Office

Section I.

The Principal Office of KOA shall be maintained at such place on the island of Kauai, State of Hawaii, as the Executive Board, shall determine.

Section II.

All meetings of the members and of the Executive Board shall be held at the Principal Office of the KOA, unless some other place is stated.

Article III

Purpose

Section I.

Promote outrigger canoe paddling as a sport for all.

Section II.

This association shall promote and encourage community participation in canoe racing activities.

Section III.

Encourage inter-club, inter-island, and international Hawaiian canoe racing. In its pursuit of this purpose, the KOA may sponsor and/or conduct canoe regattas and races as may be decided upon by its officers. The KOA shall also develop or assist in the development of uniform race rules; bylaws, code of ethics, and membership criteria as well as policies and procedures and such other material as it deems necessary for the use and guidance of its members. All existing clubs and its members will abide by these bylaws herewith.

Article IV

Membership

Classification: Kauai Outrigger Association DBA as KOA shall have two (2) classes of members.

The designation of such classes shall be as follows:

a: Members

b: Affiliate Members: A current or past member club may apply for Affiliate Membership by written application to KOA either at the annual November meeting or the first meeting of the new year. An Affiliate Member club may not hold any KOA office, participate in committee or in any way attempt to influence other member clubs decisions on risk of expulsion. The inclusion of an affiliated membership in these bylaws is for the sole purpose of allowing noncompetitive paddling clubs the same insurance protection as member clubs.

An Affiliate Member shall have all rights and obligations of membership including mandatory attendance at the KOA Annual Meeting except that they shall not be entitled to vote, participate in the KOA Island Championship or the HCRA State Championship. Affiliate Members may apply for full membership in KOA at any annual meeting.

Section I. Limitation on Active Club Membership

- A. KOA shall consist of not more than twelve (12) active clubs at any one time.
- B. Inactive clubs have first preference to become reactivated before new club memberships can be accepted.

Section II. Club Dues

The annual membership dues shall be one hundred fifty dollars (\$150.00) payable in advance, on, or before the annual meeting.

Section III. New Club Membership

New clubs applying for membership in this association shall have a minimum of thirty (30) paddling members, of which at least twelve (12) members shall be eighteen (18) years old or under.

- A. Application for new membership shall be type written and submitted to the President and Secretary, at least two months preceding the annual meeting. The application must comply with Article IV of these By-Laws and shall include the following:
 - 1. Initiation fee of \$150.00.
 - 2. Name, addresses, and phone numbers of all Officers and Board of Directors along with names of all adult members and names and dates of birth of all members eighteen (18) years and under.
 - 3. Name of club.
 - 4. Mission statement and bylaws.
 - 5. Location of practice site.
 - 6. Inventory of canoes and names.
 - 7. Impact statement on clubs in the area.

- B. Applications for new membership will be reviewed and decided upon by the Membership Committee based on the application's compliance with the above-listed factors as well as Article VIII, Section VII of these By-Laws.
- C. After acceptance of a new membership application, KOA will approve a sponsoring club for the new member at the annual meeting. Applicants must complete and comply fully with the following terms and responsibilities:
 - 1. Two (2) years sponsorship under a KOA member club.
 - 2. Attend all KOA meetings.
 - 3. Provide two (2) members for the Prince Kuhio, Island Championship, and NaPali Challenge.
 - 4. Maintain the Annual Minimum Activity Standards required of all participating members for two (2) years.

Section IV. Continuation of Membership

- A. Each member club needs to maintain a Minimum Annual Activity.
 - 1. Race at least two (2) crews in the *majority of KOA regattas.
*Majority is more than fifty percent (50%) (*Amended 11/7/2015*)
- OR
- 2. Race one (1) crew in one-quarter (1/4) of all KOA long distance races.

Section V. Inactive Club Membership

A. Voluntary

Any member club, in good standing, desiring to become inactive shall submit its intent to do so in writing to the President.

B. Involuntary

Any active member not physically racing two (2) or more crews in the *majority of KOA regattas or not physically racing one (1) crew in one-quarter (1/4) of all KOA long distance races per season, shall be placed on probation at the annual meeting. A club can be on probation for no more than three (3) consecutive years after which the club will be declared inactive. *Majority is more than fifty percent (50%)
(*Amended 11/7/15*)

C. Inactive members shall be barred from any further participation in KOA races and/or activities, but may attend meetings without voting powers.

D. A club may remain on inactive status for no longer than three (3) consecutive years.

E. A club on probation may not vote, hold office, host any long distance or regatta races. Should the need occur to replace a club's scheduled long distance or regatta race on the race calendar, the Executive Board shall determine the process for replacing said race on the race calendar.

Section VI. Reinstatement of Inactive Club Membership

A. Voluntary

1. A club shall submit a letter of intent to reactivate to the President at least two (2) months prior to the annual meeting. After review, the President will submit a letter to the Council of Clubs indicating whether the member has met the appropriate criteria for reinstatement.
2. The Secretary will notify club of receipt of letter and acceptance of club back into KOA.

B. Involuntary

A club involuntarily placed on inactive status intending to reactivate must follow all procedures set forth in Article IV, Section III of these bylaws.

C. A club on probation will return to active status once they have fulfilled the minimum annual activity standards racing two (2) crews in the *majority of KOA regattas, or race one (1) crew in one-quarter (1/4) of all KOA long distance races. *Majority is more than fifty percent (50%) (*Amended 11/7/15*)

Section VII. Resignation

Any member club may resign from KOA by filing a written resignation with the President of the KOA, but such resignation shall not relieve the resigning club of the obligation to pay any dues, assessments or other charges previously incurred and unpaid.

Article V

Section I. Council of Clubs

There shall be a council of clubs composed of the President, or alternate from each of the member clubs of KOA, and the President, Vice President, Treasurer, Secretary, Race Director, and Race Secretary of KOA.

Section II. Powers and Responsibilities

The Council of Clubs shall be vested with responsibilities of the management and promotion of all affairs of KOA and shall have the power to legislate and conduct all business of KOA, except that any financial matter or matters that may exceed three hundred dollars (\$300.00) shall require the approval of the Executive Board of KOA, unless otherwise provided in these bylaws.

Section III. Voting

All members of the Council of Clubs shall have full voting powers and privileges except:

- A. The President, who may cast a vote only in the event of a tie.
- B. Any representative of a club that is currently on probation.
- C. All other Officers.

- D. Any club who has not paid their annual dues in full by the March Council of Clubs meeting, will be declared inactive.
- E. Any club having a delinquent financial obligation to KOA.
- F. In any case, there shall be only one (1) vote per active member club.

Section IV. Club Representatives

Each member club shall submit to the secretary of KOA, by the first (1st) meeting of the year, the names of its President and authorized alternate, who shall be the only recognized representatives of that club. In the event that the President and alternate are unable to attend a meeting of the Council of Clubs, the club may send a substitute representative who shall have all the rights and privileges of the representative, but shall not be able to exercise those rights unless she/he submits to the secretary a written authorization from the member club, authorizing him/her to act as the club's representative for that specific meeting.

Section V. Quorum

Representation of a majority of active member clubs and any two officers.

Section VI. Meetings

The regular meetings of the Council of Clubs shall be held on the first (1st) Monday of March, May, July.

Section VII. Fines

A fine of fifty dollars (\$50.00) will be assessed to clubs not represented at an announced KOA or other duly called meetings. The fine shall be paid immediately upon notification from the KOA Treasurer. If a club fails to make payment of the fine in full, it shall be barred from further participation in KOA races, activities, and meetings until such payment in full is made.

Section VIII. Annual Meeting

The annual meeting of the Council of Clubs of KOA shall be held on the first (1st) Saturday of November of each year. If the annual meeting cannot be held at that time, then on any other date designated by the Executive Board.

Section IX. Special Meetings

Special meetings may be called at the discretion of the President, or shall be called upon the written request of a majority of active member clubs. The purpose of the meeting shall be stated in the notice of a special meeting. Except in cases of emergency, at least three (3) days notice shall be given. Only business pertaining to the purpose of the special meeting may be discussed.

Section X. Notice of Meetings

The Secretary shall be responsible for notifying all Council of Clubs members of any meetings.

Article VI Executive Board

Section I. Executive Board

There shall be an Executive Board composed of the Officers (President, Vice President, Treasurer, and Secretary). *Amended 11/7/15*

Section II. Subordinate Officers and Agents

The Executive Board may appoint or employ such subordinate officers, including Assistant Treasurers and Assistant Secretary, Sergeant At Arms, Technical Officer, Webmaster and agents as may be deemed proper, who shall hold their positions with the confirmation of the Council of Clubs.

Section III. Powers and Responsibilities

The Executive Board shall have the general supervision of the affairs of KOA in all areas to include all racing activities and shall have the power to:

- A. Approve or disapprove any expenditure, purchase, fundraising, sale or any financial matter or matters proposed by the Council of Clubs that involves an excess of three hundred dollars (\$300.00).
- B. Propose an annual budget to the Council of Clubs at the November annual meeting.
- C. Perform all duties pertinent and necessary to facilitate the purposes of KOA as provided in these bylaws.

Section IV. Quorum

More than half of the members of the Executive Board shall constitute a quorum and the regular business of the Executive Board may transpire.

Section V. Minutes

The Secretary of KOA shall have the responsibility of keeping accurate minutes of the proceedings of the Executive Board.

Section VI. Meetings

The Executive Board shall meet regularly on the first (1st) Monday of the month, unless otherwise directed by a majority of the Executive Board or a special meeting called by the President.

Section VII. Annual Meeting

The annual meeting of the Executive Board shall be held in conjunction with the annual meeting of the council of clubs.

Section VIII. Election and Term of Office

A. The Officers of KOA shall be elected by the Council of Clubs by a majority vote at the annual meeting. Officers shall serve for a term of two (2) years. No person shall hold more than one (1) office.

B. Each term will commence January 1 and end December 31 and positions shall be filled by nominations and election, or appointed and approved in the following matter:

1. President, Vice President, Treasurer, Secretary shall be nominated by the nominating committee and shall be voted upon by the Council of Clubs at the annual meeting of the year his/her term is expiring.

2. Race Director

The Race Director will be appointed by the President and confirmed by the Council of Clubs.

3. Race Secretary

The Race Secretary will be appointed by the President and confirmed by the Council of Clubs.

Section IX. Vacancies

Any vacancies in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the Executive Board with confirmation of the Council of Clubs for the unexpired portion of the term.

Section X. Removal From Office

Any Officer of KOA may be removed from office upon the vote of two-thirds (2/3) of the members of the Council of Clubs.

Article VII

Duties of Officers

Section I. President

A. The President shall be the Chief Executive Officer of the KOA. He/She shall preside and supervise all meetings of the Council of Clubs and the Executive Board. He/She shall have general supervision over the business affairs and activities of the association.

- B. Shall, in general, perform such other duties as are customarily associated with the office of the President or as he or she may be directed by the Executive Board and/or the Council of Clubs.
- C. Shall appoint Race Director and Race Secretary with confirmation from the Executive Board and the Council of Clubs.
- D. Shall be a signatory on any checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of KOA.

Section II. Vice President

- A. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of the President.
- B. Shall perform such other duties as from time to time may be assigned by the President, Executive Board and/or the Council of Clubs.
- C. Shall serve as the Chair of the Disciplinary Committee.
- D. The Vice President shall automatically serve as one (1) of the KOA delegates to HCRA.

Section III. Treasurer

- A. The Treasurer shall have custody and be responsible for all funds and securities of KOA.
- B. Shall receive and give receipt for money due and payable to KOA and deposit all money in the name of KOA in such depositories as shall be selected in accordance with these bylaws.
- C. Shall report at every meeting of the Council of Clubs all transactions regarding finance and the overall financial status of KOA.
- D. In general, perform all the duties incident to the Office of the Treasurer and such other duties as from time to time be assigned to him/her by the President, Executive Board, and/or the Council of Clubs.
- E. The Treasurer shall be responsible for complying with any IRS or State of Hawaii tax laws, including but not limited to filing the appropriate tax returns.
- F. The Treasurer shall chair the Finance Committee.
- G. Shall be a signatory on any checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of KOA.

Section IV. Secretary

- A. The Secretary shall attend and keep the minutes of the Executive Board and the Council of Clubs meetings. When requested, the Secretary may attend and keep minutes of any committee meetings.
- B. The Secretary shall give or cause to be given all notices as approved by these bylaws or as required from time to time by the President, Executive Board, and/or the Council of Clubs. In addition, the Secretary shall have such other powers and duties as may be incidental to the Office of the Secretary.
- C. If the Secretary shall not be present at any Executive Board or Council of Clubs meetings of KOA, and there is no Assistant Secretary, the presiding officer shall appoint a secretary pro-tem. The secretary pro-tem shall keep the minutes of such meeting.

Section V. Race Director

- A. The Race Director shall retain all records of KOA races, be responsible for the preparation of all race forms, permits and submission of them to all member clubs. And in general, be responsible for administrative duties of managing all KOA sanctioned races as deemed necessary by the President.
- B. He/She shall serve as Race Director for all regattas sanctioned by the KOA. He/She shall select members and serve as the Chairperson of the race committee for each race or regatta sanctioned by the KOA. The Race Director shall monitor the racing activities of member clubs and submit reports and recommendations to the Executive Board and/or the Council of Clubs.
- C. The Race Director shall perform such other duties as shall be assigned from time to time by the Executive Board and/or the Council of Clubs.
- D. The Race Director shall automatically serve as one (1) of the KOA delegates to HCRA.

Section VI. Race Secretary

- A. The Race Secretary shall preside over the registration of paddlers at races and regattas.
- B. Shall maintain the entries of all races and regattas.
- C. Shall provide the Secretary and Race Director the official results of all races and regattas.
- D. Shall perform such other duties as time to time may be assigned by the Race Director, President, Executive Board, and/or the Council of Clubs.

Article VIII Committees

The following general policy will be observed in the establishment and function of each committee:

1. The President appoints all committee chairpersons, except the Race Committee, Finance Committee, Race Rules Committee and Disciplinary Committee.
2. The President is an ex-officio member of all committees except the Nominating Committee, and should have the courtesy of an invitation to each meeting, but rarely can spare the time to attend more than a few meetings during the year, so must rely largely on their reports.
3. All committee action requires the approval of the Executive Board and Council of Clubs, except in those areas where authority to act independently is stated in these By-Laws.
4. Every committee should keep records of its meetings. The chairman of each committee shall submit an annual report to the President for presentation at the annual meeting of KOA.

INDEX OF COMMITTEES

Race Committee
Finance Committee
Nominating Committee

Race Rules Committee
By-Laws Committee
Disciplinary Committee
Membership Committee
Special Committee

5. The make-up of the committee members should, whenever possible, strive for a diversity of the clubs (e.g. members from different clubs, representing clubs of differing sizes, geographic areas, philosophies, etc.).

Section I. Race Committee

The Race Director shall chair the Race Committee. The Committee shall consist of the Race Director and the head coach of each KOA active club. Each head coach must appoint one (1) alternate from their club.

1. A minimum of six (6) members are needed to rule on any Race Committee action.
2. A simple majority is needed to approve a race committee decision.
3. Race Committee members cannot be a Race Official.

A. Purpose

The Committee shall be responsible for observing the race and making final decision on protests in accordance with the Race Rules. At least one (1) committee member shall be in the officials' tent at all times to observe the races and interpret the race rules.

B. Responsibilities

1. The Committee shall rule on all protests.
2. All decisions made by the Race Committee on protests shall be final.

Section II. Finance Committee

The Treasurer shall chair the Finance Committee, to be made up of the Executive Board.

To prepare the annual budget for KOA and to advise the Council of Clubs on all matters affecting the financial well being of KOA. To plan, recommend and supervise KOA's fiscal policies, to study and report on trends that could affect KOA's members, and to exercise responsible control over any other matters involving the overall financial interests of KOA.

B. Responsibilities

1. The Finance Committee shall prepare a budget of estimated income and expenditures for submission to the Council of Clubs at its November annual meeting and shall submit such other recommendations to the Council of Clubs concerning the fiscal affairs of KOA.
2. The Finance Committee considers and acts upon all matters involving financial affairs (particularly the budget).
3. This Committee decides upon whether to recommend retrenchment or expansion, concerns itself with profit and loss, insurance, dues levels, credit standing, assessments, initiation fees, general cash positions, delinquent accounts, and all other matters having to do with finance.
4. The Finance Committee shall review all dues, fees and fines annually.

Section III. Nominating Committee

The Nominating Committee shall be composed of no less than 3 volunteering members in good standing at the July KOA quarterly meeting. If insufficient volunteers are available the remaining committee members shall be appointed by the President.

A. Purpose

1. The Nominating Committee shall be charged with the duty of nominating at least one (1) candidate for each office to be filled at the Annual Meeting. These offices are President, Vice President, Treasurer, and Secretary if their term(s) are expiring.
2. This Committee is charged with the responsibility of reviewing and nominating those most qualified and assured of performing the duties of the office of which they are nominated.
3. This Committee shall submit at the Annual Meeting, in writing, a slate of candidates.
4. In the event the nominating committee, in reviewing candidates, is unable to nominate a candidate that is qualified and assured of performing the duties of an office for which they are nominated, the Committee may recommend that the incumbent continue to serve for a term of one (1) year. The recommendation will be submitted to the Council of Clubs for approval at the Annual Meeting.

Section IV. Race Rules Committee

The Race Rules Committee shall be elected by the Council of Clubs and shall consist of five (5) members of KOA. These five (5) elected committee members shall elect a chairman from within their committee. This committee shall be elected no later than March of each year. They shall consistently observe the races and update the Race Rules to improve the racing conditions.

A. Purpose

To provide KOA with Race Rules for the governing of canoe races.

B. Responsibilities

1. It shall be the duty of the Race Rules Committee to review the Race Rules and to recommend in writing any and all changes.
2. The Race Rules Committee shall review all recommendations received, report its findings, and submit its recommendations for change in writing to each member of the Executive

Board and Council of Clubs no later than September 30th for consideration at the Annual Meeting in November. *(Amended 11/7/15)*

3. The Committee should observe all races and work closely with the Race Director, the Race Committee, and the Race Officials in improving the racing conditions.

Section V. By-Laws Committee

The By-Laws Committee shall be appointed by the President, and shall consist of not less than three (3) members.

A. Purpose

1. The By-Laws Committee shall be responsible for the revision of the By-Laws of KOA at the direction of the Council of Clubs, in accordance with "Robert's Rules of Order, Newly Revised."

2. This Committee shall continually review the By-Laws of KOA and propose properly worded revisions to clarify areas of misunderstanding, eliminate redundancies, bring into consonance with present day needs and practices, or cover other situations.

B. Responsibilities

1. This Committee shall continually review and update KOA By-Laws.

2. Proposed changes shall be submitted in writing to the Executive Board and Council of Clubs no later than September 30th for consideration at the Annual Meeting. *(Amended 11/7/15)*

Section VI. Disciplinary Committee

The Vice-President shall be Chair of the Disciplinary Committee. This Committee shall consist of the Executive Board of KOA.

A. Purpose

To investigate the conduct of any member or club when such conduct is alleged to be improper or likely to endanger the welfare, safety, harmony or good reputation of KOA.

B. Responsibilities

1. The Disciplinary Committee shall investigate all acts by individuals, groups or clubs (hereafter "member"), that are in violation of any of these By-Laws or rules of conduct; and any other matters as directed by the Executive Board of KOA.

2. This Committee will, when deemed necessary, submit its findings to the Executive Board of KOA as soon as possible after the alleged violation, with a recommended course of action (i.e. reprimand, fine, suspension, resignation or expulsion of member, or no further action).

C. Any member whose conduct shall be deemed by the Committee to be improper or likely to endanger the welfare, safety, harmony or good reputation of KOA or of its members may be reprimanded, fined, suspended, or expelled from KOA by action of the Council of Clubs. All complaints against the members and Executive Board of KOA must be made to the

Secretary of KOA in writing except that if the complaint is against the Secretary of KOA, then said complaint must be made to the President of KOA in writing. While the complaint is being investigated, the member or officer may continue to enjoy the privileges of KOA.

D. Committee/Council of Clubs Action

1. Committee Action

a. The offending member shall be given the opportunity by the Committee to show cause why she/he or the club should not be referred to the Council of Clubs for action in accordance with this section. Notice of such opportunity to show cause shall be delivered to the member at least ten (10) days in advance of the Committee meeting called to investigate the incident and shall include a statement of the charges against the member.

b. At such meeting the member may be represented by counsel and shall have an opportunity to be heard in his/her defense.

2. Council of Clubs Action

a. Should the Committee find the complaint is justified, the matter shall be referred to the Council of Clubs for consideration. Notice of the meeting of the Council of Clubs wherein the matter will be discussed and/or voted upon shall be delivered to the member at least ten (10) days in advance of the meeting and shall include a statement of the charges against the member and the findings of the Committee.

b. At the meeting with the Council of Clubs the member may be represented by counsel and shall have an opportunity to again be heard in his/her own defense.

c. After hearing said member, the Council of Clubs may, by a two-thirds (2/3) majority vote of the Council of Clubs' members present, fine, suspend, request resignation of, and/or expel the member, or take no further action. The Council of Clubs, as the case may be, shall be the final judge of what constitutes improper conduct or conduct likely to endanger the welfare, safety, harmony, and good reputation of KOA, and shall be permitted to take any of the following actions:

1. Fine to be determined by the Finance Committee.

2. Suspension of a member of up to one (1) year.

3. Resignation. Request the resignation of any member for cause deemed sufficient by the Council of Clubs. **A person who resigns, at the request of the committee, may reapply for membership after a period of one year from the date the committee receives the formal, written resignation.**

4. Expulsion. Any member of KOA who has been expelled shall not be eligible for membership in KOA in the future.

5. No further action to be taken.

Section VII. Membership Committee

The Membership Committee Chairman shall be appointed by the President at or before the November annual meeting. The Committee shall consist of five (5) members of KOA.

A. Purpose

1. The Membership Committee will review and investigate all applications for membership in KOA and report its findings to the Council of Clubs prior to the Council's voting on the application.

2. The Membership Committee shall receive, from the President in accordance with Article IV, Section III A, B, screen, and process confidentially, all membership applications, insuring compliance with all By-Laws and Race Rules of KOA.

3. This Committee shall recommend acceptance or rejection of applicants to the President and Council of Clubs.

B. Responsibilities

1. The specific steps taken by a Membership Committee in its work vary widely. In essence, it is this Committee's duty to satisfy itself that every application for membership is genuine and is accompanied by the proper papers. If a meeting with the applicant is necessary or advisable, the Committee arranges this through the primary concern. The Committee is charged with the issuance of original application forms.

2. It is the Committee's duty to insure that numerical membership limits are not exceeded.

a. An applicant's application is not normally submitted to the Council of Clubs for final approval if its acceptance would cause a limit to be exceeded, unless required by the By-Laws or unless the President and the Council of Clubs has approved temporarily exceeding a limit.

b. The Committee is thus charged with maintaining a waiting list of acceptable applicants, and of ascertaining their continued interest in membership before placing a name before the Council of Clubs.

c. In operating the waiting list, definite policies must be followed by the Committee or the President and Council of Clubs as to the method for establishing the order of the waiting list. The default waiting list order shall be arranged by date of original application receipt. However, the Membership Committee shall have authority to recommend changes to the waiting list order to the President and Council of Clubs.

d. The Committee is normally delegated the responsibility of rejecting the ineligible applications.

3. This Committee will arrange for introduction of the new members and to provide the new member with a copy of the By-Laws, Race Rules, Race Schedule, and other required information.

4. In the case of visiting clubs from neighbor islands, if requested, this Committee shall see that these clubs have arrangements for housing, transportation, and meals. The Committee shall see that their stay in general is hospitable.

Section VIII. Special Committees

A. Such other committees or officers that KOA shall deem necessary shall be appointed by the President.

B. The President shall be an ex-officio member on all committees except the Nominating Committee.

C. Special Committees shall serve only in the areas to which they are assigned, and shall be terminated upon the completion of their assignment.

Article IX Race Rules

Section I. Race Rules

A set of rules, to be known as the KOA Race Rules, shall govern all races and regattas sponsored by KOA. The Race Rules must be approved by a majority of all active member clubs.

Section II. Amendments

- A. Race Rules can be amended at the Annual Meeting of the Council of Clubs. Once any Race Rule has been amended, the changes shall be in effect for one (1) year before the rule can be amended again.
- B. Recommendations for changes or additions to these race rules must be submitted to the Race Rules Committee in writing no later than August 31st. These recommendations may be made by any active member of KOA. *(Amended 11/7/15)*
- C. Proposed amendments shall be presented in writing to all member clubs no later than October 31st.
- D. Exception. If it is deemed advisable by the Executive Board, after HCRA Race Rules are known, amendments to the KOA Race Rules may be made at a Council of Clubs meeting.

Article X

Conduct and Discipline

All members of KOA shall conduct themselves in a sportsmanlike manner. All members displaying conduct detrimental to KOA during KOA sponsored activities are subject to disciplinary action by the Disciplinary Committee and/or the Council of Clubs.

Article XI

Fundraising

Section I. Approval of Executive Board

All KOA fundraising projects must have the express approval of the Executive Board.

Section II. Disposition of Money

Monies belonging to KOA shall be delivered to the proper official within the period so prescribed. Failure to do so may subject the member to sanctions at the discretion of the Executive Board and/or the Disciplinary Committee.

Article XII

Contracts, Checks, Deposits and Gifts

Section I. Contracts

The Executive Board may authorize any officers or agents of KOA in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of KOA, and such authority may be general or confined to specific instances.

Section II. Checks, Drafts and Orders

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of KOA, shall be signed by such officers or agents of KOA and in such manner as shall be determined by resolution of the Executive Board or as provided for in these By-Laws.

Section III. Deposits

All funds of KOA shall be deposited to its credit in such financial institutions or depositories as the Executive Board may select.

Section IV. Gifts

The Executive Board may accept on behalf of KOA any contribution, gift, bequest, or device for the general purposes or for any special purpose of KOA.

Article XIII

Books and Records

KOA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all meetings of the Council of Clubs, Executive Boards and Committees. All books and records of KOA may be inspected by any member club's authorized representative at any reasonable time.

Article XIV

Fiscal Year

The fiscal year of KOA shall commence on the 1st day of January and end on the 31st day of December of each year.

Article XV

Distribution of Earnings and Assets Upon Dissolution

Upon the dissolution of KOA the Executive Board shall, after paying or making provision for the payment of all of the liabilities of KOA, dispose of all of the assets of KOA to such

organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, literary or other benevolent purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine.

Article XVI

Budgets

Section I. Budgets

- A. The Chairmen of all standing or special committees shall submit a proposed budget for the ensuing year to the Treasurer of KOA at least thirty (30) days prior to the November annual meeting.
- B. The Finance Committee shall compile and amend, if necessary, the budgets and submit the whole, along with estimated revenues, to the council of Clubs for approval at the annual meeting of the Council of Clubs.
- C. The budget shall serve as a guide to the financial matters of KOA for the ensuing calendar year.

Article XVII

Order of Business

The order of business shall be; Call to order, roll call, Secretary's report (minutes), Treasurer's report, Vice President report, President report, Race Director report, Race Secretary Report, Committee Reports, communications, unfinished business, new business, adjournment.

Article XVIII

Liability of Officers, Directors and Agents

Section I. Exculpation

No Officer, Director and Agent of the KOA shall be liable for acts, defaults or neglects of any other Officer, Director, or Agent, or for any loss sustained by the KOA unless the same has resulted from his/her own willful misconduct, willful neglect or negligence.

Section II. Indemnification

Every Officer, Director and Agent shall be indemnified by the KOA against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit,

proceeding, investigation, or inquiry of whatever nature in which he/she may be involved as a party or otherwise by reason of his/her being or having been an Officer, Director or Agent or the KOA whether or not he/she continues to be such Officer, Director or Agent of the KOA at the time of incurring or imposition of such cost, expenses, or liabilities. This provision shall not apply to any action suit, proceeding, investigation or inquiry by the KOA in relation to the performance of his/her duties.

Article XIX

Amendments to By-Laws

These By-Laws may be altered, amended or repealed by two-thirds (2/3) of the Active Members of the Council of Clubs and adopted by the Executive Board at the Annual Meeting. A copy of the proposed By-Law changes shall be sent to all the Council of Clubs no later than September 30th for consideration at the Annual Meeting. (*Amended 11/7/15*)

CERTIFICATION

The undersigned Secretary of the Association does hereby certify that the foregoing is a true, correct and complete copy of the Bylaws of the Association as adopted by the Executive Board as of this _____ day of _____, 20_____

Rocco April
KOA Secretary