

H CRA



2018 BYLAWS

**HAWAIIAN CANOE RACING ASSOCIATION 2018 BYLAWS
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ARTICLE I

SECTION 1. NAME (rev.12/02)

The name of this corporation shall be **Hawaiian Canoe Racing Association** (hereafter “the HCRA”), a non-profit/charitable and educational organization, which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

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

The 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 on a local, national, and international basis;
2. To honor, preserve and perpetuate the combined culture, science, tradition and protocol of the Hawaiian Koa Canoe;
3. To encourage, maintain and perpetuate authentic Hawaiian canoe racing in Hawaii nei (i.e. the State of Hawaii); 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; Bylaws; Codes 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, (B) Affiliate Members, and (C) Honorary Membership.

A. ASSOCIATION MEMBERS

When four (4) or more clubs join together to form an association for open competition, that organization is eligible to be an Association member. Upon acceptance, all 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 of an 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.

D. INACTIVE MEMBERS

Any club which is inactive in its own Association will be deemed to be inactive with HCRA for one (1) racing season only. This request shall be made in writing to the Board of Directors of HCRA. Any club which is allowed to be on inactive status will still be required to pay "inactive" dues of \$50.00. An inactive club may attend meetings of HCRA but will not be entitled to vote. A club will be reinstated to active status with HCRA upon written request and payment of all outstanding dues, assessments and fines.

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. CERTIFICATE OF LIABILITY OF INSURANCE

All Island Association registered canoe clubs in the State of Hawaii, under the auspices of the Hawaiian Canoe Racing Association, shall pay insurance to their Island Association. The Island Associations shall pay the entire amount due for insurance at the Annual Meeting

SECTION 5. 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 6. 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 members of the larger organization is then required to terminate the individual or club from its organization.

SECTION 7. 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 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's an annual or special meeting, the authority of the call of the meeting, the place, day and hour thereof and the purpose therefore 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 **by U.S. Mail or electronic mail**, addressed to such member at his/her address as it appears on the 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. **(Rev. 12/07)**

SECTION 4. REPRESENTATION

Each Affiliate member club shall have one (1) representative who shall be designated in writing. A designated representative shall not represent more than one Affiliate member club at the Annual Meeting. (Added 12/06)

SECTION 5. VOTING

Each Affiliate member club active within its own Association 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 Bylaws, 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.

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 AND NO CENTS (\$100.00), and SEVENTY-FIVE DOLLARS AND NO CENTS (\$75.00) per Affiliate club member.

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 SEVENTY-FIVE DOLLARS AND NO CENTS (\$75.00). All dues for the next year are payable to the Treasurer at the annual meeting preceding that year. Dues for new members shall become payable upon application.

Failure to pay dues within three (3) months of their due date shall result in termination.

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 of HCRA.

B. ALTERNATE DIRECTORS

Alternate Directors may also be named.

C. TERM OF OFFICE

Term of office shall be until successors are duly appointed.

D. REMOVAL

1. Removal may be effected by a majority vote of the Board of Directors for his or her misconduct.
2. Any Association director may be removed from office at any time by his or her Association.

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. Meetings, including special meetings, will be allowed to take place via electronic means, such as phone conference, where every director can hear and be heard by every other director.

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) Directors 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. Such notice shall be given to each member of the HCRA by mailing it by U.S. Mail or electronic mail, addressed to such member of HCRA at his/her address as it appears on the records of the HCRA. 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.

(Rev. 12/07)

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 AND NO CENTS (\$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. Voting shall be allowed by voice during telephonic meetings, or via email in the event of a situation which requires immediate response from the Directors. Email votes will be accepted if received from the email address registered with the Secretary and all email votes will be affirmed at the next regular meeting of the Board.

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 or by the Charter of Incorporation, and any amendment thereto or by the Bylaws upon the members of the HCRA.

SECTION 10. COMMITTEES AND SPECIAL APPOINTMENTS

A. GENERAL

There shall be the following standing committees:

1. Bylaws
2. Finance
3. Race Rules
4. Nominations
5. Information, History and Technology (Added 12/06)

Each standing Committee shall be composed of at least three (3) and not more than seven (7) members and shall serve for a term of one (1) year commencing on the first day of January of each year. All committee chairpersons shall be appointed by the President, with the approval of the Board of Directors. (rev.12-06-03)

EXCEPTION: The Race Rules Committee shall consist of no less than three (3) members, who shall be the Race Rules Chairpersons of their member Associations.

B. SPECIAL

Special committees may be appointed by the President and their terms of service may be limited to the time required to execute their mission.

C. LIMITATION

Committee membership is not limited to members who are Directors.

ARTICLE VII OFFICERS

SECTION 1. ELECTION OR APPOINTMENT, TERM AND REMOVAL (rev.12/02)

The officers of the HCRA shall be a President, one (1) or more Vice-Presidents, a Secretary, a Treasurer, a Race Secretary, a Race Commissioner, and an immediate past President. The President, First Vice-President, Treasurer, Secretary, Race Secretary, and Race Commissioner shall be elected by the Affiliate membership at the annual membership meeting and shall hold office for a term of two consecutive calendar years. All other Vice Presidents shall be appointed by the President and confirmed by the Board of Directors.

At each annual meeting held in even numbered years, elections for the entire slate of officers will be held. (Rev. 12/11)

Removal of an officer may be effected by the Board of Directors for his or her misconduct.

The Executive Committee of HCRA (comprised of the President, Vice Presidents, Secretary and Treasurer) will designate one of the committee members the responsibility of receiving and maintaining canoe specifications and certifications information for all canoe clubs of HCRA annually. These records will be maintained and kept as part of our documentation of business (like the minutes) and be public record for HCRA members and affiliates. (Rev.12/03)

SECTION 2. THE PRESIDENT

The President shall be the Chief Executive Officer of the HCRA. He or she shall preside at all meetings of the members of the HCRA and at meetings of its Board of Directors. The President shall have such powers and duties as are given to him or her in these Bylaws and as may be assigned to him or her from time to time by the Board of Directors. The President of HCRA may not concurrently be the President of a Member Association.

SECTION 3. THE VICE-PRESIDENT(S)

The Vice-President (or Vice-Presidents, in the order of priority of election or appointment) shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. Each Vice-President shall have such other powers and duties as are given to him or her in these Bylaws and as may be assigned to him or her from time to time by the Board of Directors.

SECTION 4. THE TREASURER

The Treasurer shall keep or superintend the keeping of all the financial books and accounts of the HCRA in a thorough and proper manner and he or she shall render statements of the same in such form and as often as required by the Board of Directors.

The Treasurer shall have custody of all of the funds, notes, bonds and other evidences of property of the HCRA and he or she shall deposit or cause to be deposited in the name of the HCRA all monies or other depositories as shall from time to time be designated by the Board of Directors. The Treasurer shall make such disbursements as the regular course of the business of the HCRA may require or the Board of Directors may order. The Treasurer shall perform all other duties incident to the office or which may be assigned to him or her by the President or the Board of Directors. The Treasurer shall be the Chairperson of the Finance Committee.

SECTION 5. THE SECRETARY

The Secretary shall give or cause to be given all notices as provided by these Bylaws or as required from time to time by the President or the Board of Directors.

In addition, the Secretary shall have such other powers and duties as may be incidental to the office or elsewhere given to the Secretary by these Bylaws and as may be assigned to the Secretary from time to time by the President or the Board of Directors.

If the Secretary shall not be present at any meeting of the members of the HCRA or of the Board of Directors, the presiding officer shall appoint a Secretary Pro Tem. The Secretary Pro Tem shall keep the minutes of such meeting and record them in the books provided for that purpose.

SECTION 6. THE IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as mentor/advisor to the President and the Board of Directors. The Immediate Past President shall have such powers as given to him/her in these Bylaws, and as may be assigned to him/her from time to time by the President and by the Board of Directors.

SECTION 7. THE RACE COMMISSIONER

The Race Commissioner shall serve as Race Director for all races and regattas sanctioned by the HCRA. The Race Commissioner shall select the members and serve as Chairperson of the Race Committee for each race or regatta sanctioned by the HCRA.

The Race Commissioner shall monitor the racing activities of member Associations and clubs and submit reports and recommendations to the Board of Directors as deemed appropriate.

HCRA records are the property of HCRA and should never be released to any individual for his/her own use. (Rev. 12/03)

The Race Commissioner shall perform such other duties as shall be assigned from time to time by the Board of Directors.

SECTION 8. THE RACE SECRETARY

The Race Secretary shall retain all records of HCRA State Championships and shall receive the Affiliate member clubs' HCRA Form 200, Race Rosters. The Race Secretary shall be responsible for the return of all HCRA State Championships Photo ID's and copies of entry forms to each Affiliate member club. Three weeks prior to the State Championships, the Race Secretary shall be responsible for sending electronic notice to all clubs of registration requirements, forms and deadlines, and in general be responsible for the administrative duties as deemed necessary by the President and/or Board of Directors. (Revised 12/08)

SECTION 9. 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 10. 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 are 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 11. 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 may appoint a Certified Public Accountant (a person, firm, or corporation) to conduct such an audit for the HCRA. Members of the Board of Directors shall be eligible to serve as Auditors. The audit shall be submitted at the annual meeting at the end of the Treasurer's term of office.

**ARTICLE IX
EXECUTION OF INSTRUMENT**

SECTION 1. AUTHORIZED SIGNATURE

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 by reason of his or her being or having been an Officer, Director or agent of 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 indemnification 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 HCRA STATE CHAMPIONSHIP

SECTION 1. The State Championship race will be held on the first Saturday in August of each calendar year.

SECTION 2. The HCRA Race Rules shall govern the State Championship race.

ARTICLE XIII FISCAL YEAR

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

ARTICLE XIV AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended, added to, or repealed by an affirmative vote of not less than two-thirds of all voting Affiliated members present at the annual membership meeting of the Association 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 Bylaws.

The proposed amendments to the bylaws of this Association shall be submitted in writing to the Bylaws Committee for preliminary approval no later than fifty (50) days prior to the Annual Meeting. The Committee will then meet to discuss, amend, and/or add to the submitted proposals.

A copy of such notices and the proposed Bylaws changes shall be sent to all the members of the HCRA no less than thirty (30) days prior to the annual meeting.

ARTICLE XV PARLIAMENTARY PROCEDURES

Parliamentary procedures shall be in accordance with Robert's Rules of Order (revised) when not prescribed in these Bylaws.