

BY-LAWS
OF
ILIO HOLO I KAUAUA KAHAKAI OUTRIGGER CANOE CLUB
(SEAL BEACH OUTRIGGER CANOE CLUB)
(A.K.A. KAHAKAI OUTRIGGER CANOE CLUB)

ARTICLE I

OFFICES

1.1 **PRINCIPAL OFFICE.** The clubs principal office is at said location by the Board of Directors. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the by-laws opposite this section, or this section may be amended to state the new location.

1.2 **OTHER OFFICES.** Branch or subordinate offices may be established at any time by the members at any place or places.

ARTICLE II

MEMBERSHIP

2.1 **ACTIVE MEMBERS.** The club shall have no more than two hundred (200) active members. An active member shall have one (1) vote in elections which are open for the active membership. An active member shall have all dues current. An active member shall have all obligations, required to paddle in the club, current.

2.2 **ASSOCIATES.** The club shall have no restriction on the number of Associate members. An Associate does not have a vote in elections An Associate may paddle in a Club canoe on a space available basis. Active club members have first priority. An Associate member shall have all dues current. An Associate member shall have all obligations, required to paddle in the Club, current.

2.3 **FEES.** An initiation fee is required for all memberships which is set and may be changed by the Board of Directors. Dues are required for all memberships which are set up and may be changed by the Board of Directors.

2.4 **MEMBERSHIP TERMINATION.** member may be terminated from the Club if said member shows disrespect for Club rules, Club policy, or if said member represents Club in a manner which is unacceptable to the Board. Any member may resign at any time by giving written notice to the Club. Any

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member terminated from the Club has the right to appeal to the Board for further review of circumstances related to termination within thirty (30) days of said termination.

ARTICLE III

DIRECTORS

3.1 **POWERS.** Subject to limitations of the Articles and these by-laws, the activities and affairs of the club shall be conducted and all club powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the club to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the club shall be managed and all club powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these by-laws:

- (a) To select and remove all other officers, agents, and employees of the club, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these by-laws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the club and to make such rules and regulations therefore not inconsistent with law, the Articles, or these by-laws as they may deem best.
- (c) To borrow money and incur indebtedness for the purpose of the club, and to cause to be executed and delivered therefore, in the club name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities therefor.
- (d) To adopt, amend and repeal these by-laws.

3.2 **NUMBER OF DIRECTORS.** The authorized number of directors shall be not less than five nor more than nine until changed by amendment of these by-laws. The exact number of directors shall be fixed, within the limits specified, by amendment of the next section duly adopted by the Board. The exact number of directors shall be seven (7). until changed as provided in this section 2.

3.3 **ELECTION AND TERM OF OFFICE.** At an organizational meeting of the board, following adoption of these By-laws, the Board shall divide its members into two roughly equal groups, one group to hold office until the next following annual meeting of members, and the other group to hold office until such annual meeting and until their respective successors are elected and qualified.

At each annual meeting of members, a number of directors shall be elected by the entire membership equal to the number of directors whose terms shall have expired at the time of such meeting.

3.4 **ELIGIBILITY.** Any active or associate member in good standing with dues fully paid

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- 3.5 VACANCIES. Any director may resign effective upon giving written notice to the President, Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected to take office when the resignation become effective.

Vacancies in the Board may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director elected to fill a vacancy shall hold office until the expiration of the term of the replaced director until a successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors is increased, or if the Board fails, at any regular or special meeting at which any director or directors are elected, to fill the full authorized number of directors to be voted for at that meeting.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty.

A director may be removed from the Board without cause upon the approval of a majority of the directors then in office. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's terms of office.

A director may be removed from the Board for failure to participate in three Board of Directors meetings.

- 3.6 PLACE OF MEETINGS. Meetings of the Board shall be held at any place within the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the club.
- 3.7 ANNUAL MEETINGS. The Board shall hold an annual meeting for the purpose of election of the Board of Directors, organization, and the transaction of other business. Annual meetings of the Board shall be held, upon notice to the directors, at 7:00 p.m., local time, on the third Tuesday in October, or such other date and time as a majority of the Board may determine.
- 3.8 REGULAR MEETINGS. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.
- 3.9 SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or any two Directors.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or twenty-four (24) hours' notice given personally or by telephone, telegraph, telex, telefax, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the club or as a may have been given to the Club by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

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Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

- 3.10 **OUORUM.** A majority of the authorized directors constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.13. Every act or decision done or made by a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- 3.11 **PARTICIPATION IN MEETING BY CONFERENCE TELEPHONE.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.
- 3.12 **WAIVER OF NOTICE.** Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or any approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the club records or made a part of the minutes of the meetings.
- 3.13 **ADJOURNMENT.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.
- 3.14 **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.
- 3.15 **RIGHTS OF INSPECTION.** Every director or officer shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the club of which such person is a director.
- 3.16 **FEES AND COMPENSATION.** No director or officer shall be compensated for his or her services as a director or officer of the club. However, directors and officers may receive reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE IV

COMMITTEES OF THE BOARD

- 4.1 COMMITTEES. The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:
- (a) The filing of vacancies on the Board or on any committee which has authority of the Board;
 - (b) The amendment or repeal of by-laws or the adoption of new by-laws;
 - (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - (d) The appointment of other committees of the Board or members thereof; or
 - (e) The approval of any self-dealing transaction.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless these By-laws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE V

OFFICERS



- OFFICERS. The officers of the Club shall be a President, Secretary, and a Chief Financial Officer. The club may also have, at the discretion of the Board, a Vice President, one or more Assistant Secretaries, and one or more Assistant Chief Financial Officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.
- 5.2 ELECTION. The officers the Club shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.
- 5.3 REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time.

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Any officer may resign at any time by giving written notice to the Club. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 5.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in there by-laws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.
- 5.5 PRESIDENT. The President is the general manager and chief executive officer of the club and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Club. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of President and general manager of a club and such other powers and duties as may be prescribed by the Board.
- 5.6 VICE PRESIDENT. In the absence or disability of the President, the Vice President, if appointed by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President respectively by the Board.
- 5.7 SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Clubs Articles and By-laws as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these By-laws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

- 5.8 CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Club. The books of account shall at all times be open to inspection by any Director

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Club as may be ordered by the Board, shall render to the President and the directors, whenever they request it, and account of all transactions as Chief Financial Officer and of the financial condition of the Club and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VI

OTHER PROVISIONS

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- 6.1 EXECUTIONS OR ENDORSEMENT OF CHECKS. ETC. All checks, drafts, or other orders for payment of money issued in the name of the Club shall be signed or endorsed by such person or persons, and in such manner, as the Board shall from time to time determine by resolution.
- 6.2 EXECUTION OF CONTRACTS. ETC. Notes, mortgages, evidences of indebtedness and other instruments in writing that arise in the ordinary course of the club's business may be entered into on behalf of the club upon the signature of the President, or upon the joint signature of the Chief Financial Officer and the Secretary. Unless specifically authorized by the Board, no other officer, agent, or employee shall have any power or authority to bind the club by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.
- 6.3 FISCAL YEAR. The accounting year of the Club shall be the calendar year.
- 6.4 AMENDMENT OF BY-LAWS. These By-laws may be amended or repealed upon a majority vote of the authorized number of directors.
- 6.5 EFFECT OF BY-LAWS. These By-laws shall regulate the conduct of the business and affairs of this Club with respect to all matters to which they relate.
- 6.6 INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Club shall indemnify any officers or directors or former officers or directors of the Club for expenses and costs, including attorneys' fees, actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been such officer or director, except where the director or officer is found to be guilty of negligence or misconduct with respect to the matter in which indemnity is sought; provided that such person acted in good faith and in the manner such person reasonably believed to be in the best interests of the club and, in the case of a criminal proceeding, had no reasonable cause to believe that the conduct of such person was unlawful.