



# BYLAWS

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## CODE OF ETHICS

WE ARE ALL RESPONSIBLE TO PROMOTE GOOD SPORTSMANSHIP AND FAIR PLAY IN THE ACTIVITIES WE ENGAGE IN.

THIS MEANS OBSERVANCE OF NA OHANA O NA HUI WAA BYLAWS AND RACE RULES, AS WELL AS GENERALLY ACCEPTED RULES OF BEHAVIOR AND ALL GOVERNMENTAL LAWS.

PADDLERS ARE TO AVOID SITUATIONS WHERE A CANOE IS DELIBERATELY RAMMED, WHERE THERE IS DELIBERATE INTERFERENCE WITH ANOTHER CREW, WHERE ASSAULTS AND/OR ABUSIVE LANGUAGE ARE USED.

COACHES ARE REQUIRED TO SUPPORT AND ENFORCE THE BYLAWS AND RACE RULES, AND TO AVOID ANY CIRCUMVENTION OF THESE RULES.

OFFICIALS AND OFFICERS ARE REQUIRED TO DO THEIR BEST TO BE FAIR AND NOT BIASED IN THEIR DECISION IN CARRYING OUT THEIR DUTIES.

VIOLATION OF THE CODE OF ETHICS SHALL BE REFERRED TO THE DISCIPLINARY COMMITTEE FOR RECOMMENDED ACTION TO BE TAKEN BY THE EXECUTIVE BOARD.

## STATEMENT OF NONDISCRIMINATION

[added 11/15/20]

NA OHANA O NA HUI WAA DOES NOT AND SHALL NOT DISCRIMINATE ON THE BASIS OF RACE, COLOR, NATIONAL ORIGIN, ANCESTRY, ETHNIC ORIGIN, RELIGION, CREED, RELIGIOUS BELIEF, MARITAL STATUS, SEX, SEXUAL ORIENTATION, GENDER, GENDER EXPRESSION, GENDER IDENTITY, GENETIC INFORMATION, AGE, DISABILITY, POLITICAL BELIEF, MILITARY STATUS, VETERAN STATUS, CITIZENSHIP, OR BREASTFEEDING, IN ANY OF ITS ACTIVITIES OR OPERATIONS.

THESE ACTIVITIES INCLUDE, BUT ARE NOT LIMITED TO, SELECTION OF VOLUNTEERS AND VENDORS, PROVISION OF SERVICES, AND HIRING AND FIRING OF STAFF. WE ARE COMMITTED TO PROVIDING AN INCLUSIVE AND WELCOMING ENVIRONMENT FOR ALL MEMBERS OF OUR ASSOCIATIONS, VOLUNTEERS, SUBCONTRACTORS, VENDORS, CLIENTS, AND STAFF.



## ARTICLE I – NAME

The name of the association shall be NA OHANA O NA HUI WAA ASSOCIATION, INC., hereinafter referred to as “Hui Waa.”

## ARTICLE II – OFFICES

The location of the principal office of Hui Waa shall be in Honolulu, City and County of Honolulu, State of Hawaii.

## ARTICLE III – ORGANIZATION AND PURPOSE [rev. 11/15/20]

Hui Waa is organized as a charitable organization engaged in the promotion of an amateur sport for the following purposes: [rev. 11/19/22]

1. To maintain and perpetuate Hawaiian culture through the promotion of Hawaiian water sports;
2. To teach, train, instruct, and expose children and adults in the ancient art, craft, and history of Hawaiian canoeing;
3. To provide means and facilities for activities tending to foster the development and maintenance of strong and healthy minds, bodies and spirits among all people;
4. To provide opportunities for the interaction and communion of people in the interest of mental and social well-being; and
5. To promote international canoe racing competition.

## ARTICLE IV – MEMBERSHIP [rev. 11/93]

### SECTION 1. LIMITATION ON ACTIVE CLUB MEMBERSHIP

- A. Hui Waa shall consist of not less than ten (10) but not more than NINETEEN (19) active member clubs at any one time. [rev. 4/14/98; 12/15/02; 10/12/10]
- B. Inactive clubs have first preference to become reactivated before new club memberships can be accepted.

### SECTION 2. CLUB DUES AND FEES

The annual membership dues shall be one hundred dollars (\$100.00), or as set forth in Appendix VII of the Hui Waa Race Rules, whichever is higher, payable in advance, on or before the **Annual Meeting** of the Council of Clubs. Failure of a member club to comply with this deadline may result in the club being declared inactive. [rev. 5/00; 12/15/02; 04/14/15, 05/09/23]

### SECTION 3. NEW CLUB MEMBERSHIP **ELIGIBILITY AND ADMISSION PROCEDURE** [rev. 11/15/20]

#### A. Applications

1. Applications for membership in Hui Waa shall be made in writing on an application form (HW-4) provided by Hui Waa. This application for membership shall be submitted to the President **by August 31 of the year the application is made**. The President in turn shall submit application(s) to the Membership Committee Chair as soon as possible after receipt. [rev. 5/00, 11/15/20]
2. The Membership Committee will review, investigate, and make its recommendation to the Council of Clubs for APPROVAL OR REJECTION of the application. THIS RECOMMENDATION MUST BE MADE NO LATER THAN THE NOVEMBER ANNUAL MEETING. [rev. 5/00]
3. A two-thirds vote of the active members of the Council of Clubs is necessary to approve the application for new membership.
4. A club so approved shall be declared an active member of Hui Waa in JANUARY upon payment of the initiation fee and annual dues. [rev. 05/00]

#### B. Requirements for Active Membership Applicants Form (HW-4)

1. Name of club with English translation.
2. Name, address and phone numbers of president and head coach.
3. A complete list of officers and board of directors, reflecting name, address, phone numbers and positions held.
4. Total number of members, including name, address and phone numbers. A completed transfer form, if applicable. (HW-22) NOTE: NO MORE THAN TWENTY-FIVE (25) PADDLERS MAY BE TRANSFERRED FROM ANY ONE CLUB UNLESS WRITTEN CONSENT IS OBTAINED FROM THE RELEASING CLUB'S PRESIDENT AND HEAD COACH. [rev. 12/15/02]
5. Inventory of Canoes

- a. Indicate fiberglass or koa.
  - b. Provide proof of ownership.
  - c. Written documentation of any borrowed or leased equipment.
6. Practice site location.
7. Fees
- a. \$750 Initiation
  - b. \$100 or as set forth in Appendix VII of the Hui Waa Race Rules, whichever is higher Hui Waa annual dues [rev. 04/14/15]
  - c. \$125 or as set forth in Appendix VII of the Hui Waa Race Rules, whichever is higher HCRA annual dues [rev. 12/15/02; 04/14/15]

#### SECTION 4. 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, and shall be subject to paragraph C of this section. [rev. 04/14/15]

##### B. Involuntary – Probation

1. Any active member shall automatically be placed on probation following the known infraction, as follows:
  - a. Not physically racing the number of crews equal to the total number of Hui Waa pre-regatta long distance races each season.
    - i. A club may enter one crew per race or multiple crews in fewer races.
    - ii. A club that fails to meet the minimum requirement must make payment to the association in lieu of racing the number of crews equal to the total number of Hui Waa pre-regatta long distance races offered per season.
    - iii. A club must make payment to the association in the amount equal to the pre-regatta long distance entry fee times the number of

crews it did not enter to meet the requirement of the foregoing paragraphs in order to remain an active member.

iv. The in lieu payment may be retained in its entirety by the association.

b. Not physically racing six or more crews in each Hui Waa regatta.

i. Unless failure to race six crews is a result of having been assessed disqualification and penalty XIV.B.1 (unsportsmanlike conduct) or XIV.B.2 (illegal paddler), pursuant the Hui Waa's Race Rules.

[rev. 11/14/15, 11/18/17, 05/09/23]

2. A club on probationary status:

a. Must pay annual dues to Hui Waa and HCRA to ensure insurance coverage, practice site permits, canoe storage permits, and to enjoy other such privileges afforded to the association.

b. May race in all sanctioned association pre-regatta long-distance events and regattas without restriction.

c. May, with the approval of the Council of Clubs, host or sponsor a long-distance racing event the year immediately following the year initially placed on probation and until returned to active status. [rev. 11/19/16]

d. May, with the approval of the Council of Clubs, host or sponsor a regatta the year immediately following the year initially placed on probation and until returned to active status. [added 11/19/16, 11/18/17]

e. May attend meetings with voting power.

f. May be subject to fines and fees as stipulated in these bylaws and the Hui Waa Race Rules.

g. A club can be on probation for no more than three (3) consecutive years after which the club will be declared inactive.

[rev. 11/96; 7/14/98; 12/15/02; 05/05; 04/14/15, 11/19/16]

C. Inactive [rev. 04/14/15]

1. Inactive members shall be barred from any further participation in Hui Waa races and/or activities, but may attend meetings without voting power.
2. A club may remain on inactive status for no longer than three (3) consecutive years.

#### SECTION 5. REINSTATEMENT OF INACTIVE CLUB MEMBERSHIP

##### A. Voluntary

1. A club shall submit a letter of intent to reactivate to the President no later than then the October Council of Clubs meeting. After review, President will submit letter to Membership Committee. [rev. 05/05]
2. Membership Committee will notify club of receipt of letter and acceptance of club back into Hui Waa.
3. Membership Committee will announce to Council of Clubs that, as of January, said club will be reinstated.

##### B. Involuntary

A club intending to reactivate must follow all procedures set forth in Article IV, section 3 of these Bylaws.

#### SECTION 6. CLUB RESIGNATION

- A. Any member club, in good standing, desiring to resign from Hui Waa shall submit its resignation in writing to the President, who shall submit it to the Membership Committee for action.
- B. Membership Committee will accept and the Council of Clubs will be notified.

#### SECTION 7. DUAL CLUB MEMBERSHIP

No Hui Waa member club may hold membership in another canoe association. Violators will be subject to immediate dismissal and payment of all dues and debts to Hui Waa. [rev. 11/96; 5/00]

#### SECTION 8. CHANGE OF NAME

Any member club desiring to change its current club name must submit, in writing, a request to change the club's name to include the current club name, the proposed new club name, the English translation of the proposed new club name if applicable, and any other information

relevant to the name change on a Change of Name Application (HW-3) together with a filing fee of twenty-five dollars (\$25.00). [rev. 04/14/15]

#### SECTION 9. HUI WAA HCRA MEMBERSHIP [rev. 04/14/15]

- A. Hui Waa shall maintain membership in HCRA. Each active member club shall pay annual HCRA dues as prescribed by HCRA Bylaws/Race Rules.
  
- B. One representative to the HCRA Board of Directors shall be elected at an Annual Meeting of Hui Waa. Two alternate representatives to the HCRA Board of Directors shall be appointed by the President, with the approval of the Council of Clubs.<sup>1</sup> [rev. 10/11/16]
  - 1. Representatives and alternates shall serve a term of two years, staggered.
  - 2. One representative shall be elected in the year the Race Secretary is not elected. The other representative shall be the Race Secretary. [rev. 10/11/16]
  - 3. One alternate representative shall be appointed in odd numbered years and one alternate representative shall be appointed in even numbered years.
  - 4. Each term year will commence January 1 and end December 31 of each calendar year.

#### SECTION 10. INDIVIDUAL MEMBERSHIP

Individual membership shall be necessary to participate in any Hui Waa racing activity.

##### A. Individual Membership Requirements

Membership shall be signified by payment of one dollar (\$1.00) per member for the current year as listed on the club roster at the time of submission and when supplements are submitted. No individual member shall be asked to pay this fee more than once per year.

##### B. Card Carrying Member [rev. 05/00]

A card carrying member shall be an individual member in good standing of an Active member club for the current year and shall be so designated by the payment of the above fee unless s/he is an honorary member of Hui Waa, so designated by the Executive Board.

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<sup>1</sup> The staggering of the election of HCRA Representatives and the appointment of HCRA Alternate Representatives and two year terms will initially take effect at the November 2015 election.

## ARTICLE V – COUNCIL OF CLUBS

### SECTION 1. COUNCIL OF CLUBS

There shall be a Council of Clubs composed of one representative, or alternate, from each of the member clubs of Hui Waa; the President, Vice President, Treasurer, Secretary, Race Director, Assistant Race Director, and Race Secretary of Hui Waa; and three (3) Directors. [rev. 5/00; 12/15/02]

### SECTION 2. POWERS AND RESPONSIBILITIES

The Council of Clubs shall be vested with the responsibility of the management and promotion of all affairs of Hui Waa and shall have the power to legislate and conduct all business of Hui Waa, except for any financial matter or matters that may exceed two hundred dollars (\$200.00) of unencumbered funds; and in such case, shall require the approval of the Executive Board of Hui Waa, or as otherwise provided in these Bylaws.

### SECTION 3. 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. [rev. 11/15/20]
- B. Any representative or alternate of a club that is currently inactive.
- C. The three (3) Directors, unless they are representing a club.
- D. All other officers. [rev. 12/15/02]
- E. Any club who has not paid its Hui Waa Annual Dues by January Council of Clubs meeting will be declared inactive and will not have voting power. [rev. 03/08/88; 11/93; 05/00; 12/15/02]
- F. Any club having a delinquent financial obligation to Hui Waa. [rev. 12/10/91]
- G. In any case, there shall be only one (1) vote per Active Member Club.

### SECTION 4. CLUB REPRESENTATIVES

Each member club shall submit to the Secretary of Hui Waa, by the first (1<sup>st</sup>) meeting in February (or within thirty (30) days if there is any change), the names of its authorized representative and one (1) alternate, who shall be the only recognized representatives of that club. In the event that both the representative 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 he or she submits to the Secretary a written authorization from the member club, authorizing him or her to act as the club's representative for that specific meeting.

#### SECTION 5. QUORUM

Representation of a majority of active member clubs shall constitute a quorum.

#### SECTION 6. MANNER OF ACTING

The act of a majority, present or not, of the representatives of active member clubs at a meeting at which a quorum is present shall be an act of the Council of Clubs, unless the act of a greater number is required by law or these Bylaws.

#### SECTION 7. FINES

A fine of thirty dollars (\$30.00), or as set forth in Appendix VII of the Hui Waa Race Rules, whichever is higher, may be assessed any club located on Oahu not represented at an announced Hui Waa, HCRA Annual meeting, or other duly called meeting so deemed necessary by the President. The fine shall be paid immediately upon notification from the Hui Waa Treasurer. If a club fails to make payment, it shall be barred from further participation in Hui Waa races, activities, and meetings until such payment is made. [rev. 11/93; 12/15/02; 04/14/15]

#### SECTION 8. REGATTAS AND LONG DISTANCE RACES [rev. 11/96]

- A. The Association's scheduled REGATTAS will be held on Saturdays<sup>2</sup> any time after Memorial Day. The Championship Regatta will also be held on Saturday, two weeks prior to the HCRA State Championship Regatta, which is held on the first Saturday of August. [rev. 04/14/15, 11/14/15, 02/11/20]
- B. The Association's scheduled LONG DISTANCE RACES will be held on Saturdays **prior to the regatta season**. [rev. 12/15/02; 11/08, 11/15/20]
  1. The host of the initial race of the **pre-regatta** long distance racing season may be rotated at the discretion of the Race Director. [rev. 12/15/02; 11/08, 11/15/20]
  2. When at all possible, miles raced in the **pre-regatta** Long Distance Series should get progressively longer as the series' races proceed. [rev. 11/08, 11/15/20]

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<sup>2</sup> To begin with the 2016 regatta season.



- C. The Association may schedule invitational LONG DISTANCE RACES to be held after the regatta season. Participation by member clubs is voluntary. [added 11/15/20]
- D. A club wishing to sponsor a pre-regatta long distance, a regatta, or a post-regatta long distance race must submit its sponsorship form (HW-7) by the annual meeting of the Council of Clubs or the deadline stated in the Hui Waa Race Rules, whichever is earlier. Priority will be given on a first come, first served basis. [rev. 11/14/15, 10/11/16, 11/15/20]

## ARTICLE VI – EXECUTIVE BOARD

### SECTION 1. EXECUTIVE BOARD

There shall be an Executive Board composed of three (3) Directors, the Officers (President, Vice President, Treasurer, and Secretary) the Race Director, the Assistant Race Director, and the Race Secretary of Hui Waa. [rev. 04/99; 12/15/02]

### SECTION 2. POWERS AND RESPONSIBILITIES

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

- A. Approve or disapprove any expenditure, purchase, fund raising, sale or any other financial matter or matters proposed by the Council of Clubs that involves an excess of two hundred dollars (\$200.00) of unencumbered funds in cash, property, or other valuable consideration.
- B. Propose an annual budget to the Council of Clubs at the February meeting. [rev. 12/15/02]
- C. Perform any other acts pertinent to their responsibilities as provided for in these Bylaws.

### SECTION 3. DIRECTORS

There shall be three (3) directors elected to serve a two (2) year term. Two directors shall be elected in odd numbered years and one director shall be elected in even numbered years.<sup>3</sup> These directors shall serve until they resign, are incapacitated or their term of office expires. Each term year will commence January 1 and end December 31 of each calendar year. [rev. 04/99; 12/15/02; 04/14/15]

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<sup>3</sup> The staggering of director elections will initially take effect at the November 2015 election.

- A. Candidates for the elected Directors shall be nominated by the Nominating Committee and shall be voted upon by the Council of Clubs at the Annual Meeting of the Council of Clubs, as determined by expiring terms. [rev. 12/15/02]
- B. Any vacancy occurring among the Directors during a term of office shall be filled by a nomination and vote of the Council of Clubs. In the event there should be a sudden vacancy of all of the Director positions, the Council of Clubs shall nominate and elect new Directors. [rev. 12/15/02]
- C. Removal from Office. Any director of Hui Waa may be removed from office upon the vote of two-thirds (2/3) of the members of the Council of Clubs.

#### SECTION 4. QUORUM

More than one-half (½) of the members of the Executive Board shall constitute a quorum and the regular business of the Executive Board may transpire.

#### SECTION 5. MINUTES

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

#### SECTION 6. MANNER OF ACTING

The act of a majority of all members, present or not, shall be an act of the Executive Board unless the act of a greater number is required by law or these Bylaws.

### ARTICLE VII – OFFICERS

#### SECTION 1. OFFICERS

The officers of Hui Waa shall be the President, Vice President, Treasurer, Secretary, Race Director, Assistant Race Director, and Race Secretary.

#### SECTION 2. SUBORDINATE OFFICERS AND AGENTS

The Executive Board may appoint or employ such subordinate officers, including Assistant Treasurers and Assistant Secretaries and agents as may be deemed proper, who shall hold their positions with the approval of the Council of Clubs, and who shall have such powers and duties as may be assigned to them by the Council of Clubs. Any member of the Executive Board may also be a subordinate officer or agent. [rev. 12/15/02]

#### SECTION 3. GENERAL POWERS

The officers of Hui Waa shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by Hui Waa, not inconsistent with the Charter of Incorporation or any existing statutes and shall perform all duties necessary to facilitate the purposes of Hui Waa.

#### SECTION 4. ELECTION AND TERM OF OFFICE [rev. 05/00]

A. The officers of Hui Waa shall serve a term of two (2) years. The term of office shall run for staggered terms. Voting for President, Secretary, and Race Director shall take place in odd numbered years. Voting for Vice President, Treasurer, and Race Secretary shall take place in even numbered years.<sup>4</sup> [rev. 04/14/15, 10/11/16]

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

1. President

Candidates for President shall be nominated by the Nominating Committee and shall be voted upon by the Council of Clubs in October of the year his or her term is expiring. [rev. 5/00; 12/15/02]

2. Vice President

Candidates for Vice President shall be nominated by the Nominating Committee and shall be voted upon by the Council of Clubs at the Annual Meeting of the Council of Clubs of the year his or her term is expiring. [rev. 04/14/15]

3. Treasurer

Candidates for Treasurer shall be nominated by the Nominating Committee and shall be voted upon by the Council of Clubs at the Annual Meeting of the Council of Clubs of the year his or her term is expiring. [rev. 04/14/15]

4. Secretary

Candidates for Secretary shall be nominated by the Nominating Committee and shall be voted upon by the Council of Clubs at the Annual Meeting of the Council of Clubs of the year his or her term is expiring. [rev. 04/14/15]

5. Race Director

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<sup>4</sup> The staggering of officer elections and two year terms will initially take effect at the November 2015 election.

Candidates for Race Director shall be nominated by the Nominating Committee and shall be voted upon by the Council of Clubs at the Annual Meeting of the Council of Clubs of the year his or her term is expiring. [rev. 11/96; 04/14/15]

6. Race Secretary

Candidates for Race Secretary shall be nominated by the Nominating Committee and shall be voted upon by the Council of Clubs at the Annual Meeting of the Council of Clubs of the year his or her term is expiring. [rev. 12/15/02; 04/14/15]

SECTION 5. APPOINTMENTS AND TERM OF OFFICE [added 10/11/16]

A. Assistant Race Director

The Assistant Race Director shall be appointed by the Race Director no later than the December Council of Clubs' meeting, and approved by the Council of Clubs. The Race Director and the Assistant Race Director shall not be from the same club. The Assistant Race Chairperson's term will run concurrent with his or her appointing authority.

B. Alternate Representatives to HCRA

See Article IV, Section 9. B. 3.

SECTION 6. VACANCIES

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

SECTION 7. REMOVAL FROM OFFICE

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

SECTION 8. PARLIAMENTARIAN

The President may appoint a parliamentarian to advise him/her on the interpretation of the Bylaws.

ARTICLE VIII – DUTIES OF THE OFFICERS

SECTION 1. PRESIDENT [rev. 04/14/15]

- A. The President shall be the principal executive officer of Hui Waa and shall in general supervise and control all meetings of the Council of Clubs.
- B. May sign, with the Secretary or any other proper officer of Hui Waa as may be authorized by the Executive Board and/or Council of Clubs, any and all instruments which the Executive Board and/or Council of Clubs shall have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board and/or Council of Clubs or these Bylaws to some other officer or agent of Hui Waa.
- C. Shall be a member *ex officio* on all committees, except the Nominating Committee. [rev. 5/00]
- D. Shall, in general, perform all duties incident to the office of the President, and such other duties as may be prescribed by the Executive Board and/or Council of Clubs.
- E. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

## SECTION 2. VICE PRESIDENT

- A. In the absence of the President, or in the event of his or 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 and/or Council of Clubs. [rev. 12/15/02]
- C. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

## SECTION 3. TREASURER

- A. The Treasurer shall have charge and custody of and be responsible for all funds and securities of Hui Waa.
- B. Shall receive and give receipt for money due and payable to Hui Waa from any source whatsoever and deposit all money in the name of Hui Waa in such depositories as shall be selected in accordance with these Bylaws.
- C. In general, perform all the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him or her by the President and/or Council of Clubs.

- D. Shall report at every meeting of the Council of Clubs all transactions regarding finance and the overall financial status of Hui Waa.
- E. The Treasurer shall chair the Finance Committee.
- F. The Treasurer shall have the financial records audited by the current Finance Committee no less than 30 days prior to the election of the Treasurer. [rev. 04/14/15]
- G. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

#### SECTION 4. SECRETARY

- A. The Secretary shall keep the minutes of the meetings of the Council of Clubs and the Executive Board.
- B. Is custodian of the records and reports, including these Bylaws, the Race Rules, results of all races, and reports of officers and committees of Hui Waa.
- C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D. Shall keep a register of the post office address of each member.
- E. In general, perform all the duties incident to the office of Secretary and such other duties as may be assigned by the President and/or Council of Clubs.
- F. Shall transfer all documents, books, computers, and any other items incident to the office of Secretary no less than 14 days after the election of the Secretary. [rev. 04/14/15]
- G. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

#### SECTION 5. RACE DIRECTOR [rev. 03/08/88; 04/14/15]

- A. The Race Director shall supervise all canoe races scheduled and/or sponsored by Hui Waa in accordance with the Race Rules. [rev. 12/10/91]
- B. The Race Director shall be present in the primary official pavilion throughout the entirety of the race or regatta. [rev. 12/15/02]
- C. The Race Director shall set the race schedule for the year with the approval of the Council of Clubs. In preparing the race schedule, the Race Director should coordinate

the schedule with other Hawaii canoe associations to avoid conflicting dates in the race schedule.

- D. The Race Director shall obtain the services of officials for all canoe races scheduled and/or sponsored by Hui Waa. These officials shall be responsible to the Race Director. [rev. 12/10/91]
- E. Before each race the Race Director shall meet with the representatives of the Council of Clubs for the drawing of lanes, and the necessary briefing of the race.
- F. The Race Director, sponsoring club and/or lane layers shall make the necessary arrangements for the setting of the course for each race.
- G. The Race Director shall see that an adequate announcing system and other necessary installations (tent to house officials, etc.) have been installed before the race.
- H. The Race Director shall see that all necessary permits for the use of the race sites have been procured.
- I. The Race Director shall prepare and submit an annual budget to the Finance Committee on or before the January meeting of the Executive Board. [rev. 12/10/91]
- J. The Race Director shall chair the Race Committee. [rev. 11/19/16]
- K. The Race Director shall not be the head coach or club representative of an active club. [rev. 12/15/02, 11/19/16]
- L. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

#### SECTION 6. ASSISTANT RACE DIRECTOR [rev. 12/15/02]

- A. In the absence of the Race Director, or in the event of his or her inability or refusal to act, the Assistant Race Director shall perform the duties of the Race Director, and when so acting shall have all the powers of the Race Director.
- B. Shall perform such other duties as from time-to-time may be assigned by the Race Director, President and/or Council of Clubs.
- C. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

#### SECTION 7. RACE SECRETARY [rev. 12/15/02]

- 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 the official results of all races and regattas.
- D. The Race Secretary shall serve as one of Hui Waa's delegates to HCRA. [rev. 10/05, deleted 4/14/15, added 10/11/16]
- E. Shall transfer all documents, books, computers, and any other items incident to the office of Race Secretary no less than 14 days after the election of the Race Secretary. [rev. 04/14/15]
- F. Shall perform such other duties as from time-to-time may be assigned by the Race Director, President, and / or Council of Clubs.
- G. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

#### ARTICLE IX – DUTIES OF OTHER EXECUTIVE BOARD MEMBERS

##### SECTION 1. DIRECTORS [rev. 04/14/15]

- A. The Directors shall perform such duties as from time-to-time may be assigned by the President and/or Council of Clubs.
- B. Shall attend all Executive Board meetings and Council of Clubs' meetings. [rev. 11/14/15]

#### ARTICLE X – MEETINGS [rev. 11/15/20]

##### SECTION 1. MEETINGS

All meetings of Hui Waa shall be in person unless otherwise authorized in subsequent sections of this article.

##### SECTION 2. REGULAR OR SPECIAL COUNCIL OF CLUBS

- A. Regular meetings of the Council of Clubs shall be held once a month at a regular date and time, except the months in which the Spring Seminar and Annual Meeting are held, unless otherwise ordered by a majority of the Council of Clubs. The date and time of the meetings shall be set by the standing rules.



- B. Special Council of Clubs meetings may be called by the President or at the written request of a majority of active member clubs.

The purpose of the meeting shall be stated in the notice of the special meeting. Except in cases of emergency, at least three days' notice shall be given. Only business pertaining to the purpose of the special meeting may be discussed.

### SECTION 3. ANNUAL MEETING

The President shall call an annual meeting in November which shall be known as the Annual Meeting of the Council of Clubs and shall include the election of officers, directors, and HCRA directors; receipt of reports of officers and committees; amending of bylaws and race rules; and for any other business that may arise.

The Annual Meeting of the Executive Board shall be held in conjunction with the Annual Meeting of the Council of Clubs.

### SECTION 4. SPRING SEMINAR

- A. A seminar will be held in the Spring of each year for:
  - 1. The purpose of bringing together all active and probationary clubs' coaches, assistant coaches, club representatives, and officials for clarification and interpretation of Race Rules and Bylaws; and
  - 2. Other such purposes as may be deemed necessary by the Council of Clubs.
- B. At least one coach and one club representative must attend. Non-attendance will be fined thirty dollars (\$30.00) per person absent, or as set forth in Appendix VII of the Hui Waa Race Rules, whichever is higher.

### SECTION 5. EXECUTIVE BOARD OR SPECIAL EXECUTIVE BOARD

- A. Regular meetings of the Executive Board shall be held monthly prior to the regular meetings of the Council of Clubs, unless otherwise directed by a majority of the Executive Board. The date, time, and place of the meetings shall be set by the President with the approval of the Executive Board.
- B. Special Executive Board meetings may be called by the President or at the written request of a majority of the Executive Board members.

The purpose of the meeting shall be stated in the notice of the special meeting. Except in cases of emergency, at least three days' notice shall be given. Only business pertaining to the purpose of the special meeting may be discussed.

## SECTION 6. NOTICE OF MEETINGS

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

## SECTION 7. COMMITTEE

Standing and special (*ad hoc*) committee meetings may be called by the committee chairperson as often as is necessary to conduct only business pertaining to the committee.

The committee chair shall be responsible for notifying all committee members, including *ex officio* members, of any meetings.

## SECTION 8. ELECTRONIC MEETINGS

- A. When ordered by the President or committee chairperson in the call of the meeting, the following meetings may be conducted by means of teleconference, videoconference, or any means of an electronic transmission technology, in compliance with State law, in which all persons participating in the meeting can speak to and hear each other at the same time:
1. Council of Clubs, as authorized in the standing rules, provided that a minimum of one Council of Clubs meeting each calendar quarter must be held in person; [rev 05/09/23]
  2. Special Council of Clubs;
  3. Executive Board;
  4. Special Executive Board; or
  5. Standing and Special Committee.
- B. Participation by an electronic means shall constitute attendance at the meeting as long as the simultaneous electronic communication technology is active and enabled.
- C. The technology selected, rules of decorum, and other processes for electronic meetings shall be set by the special rules for electronic meetings.
- D. Exceptions
1. A monthly Council of Clubs meeting may be rescheduled to an electronic meeting if it is impossible to hold the scheduled meeting in person due to forces

beyond the control of Hui Waa, provided that the electronic meeting is rescheduled before the next Council of Clubs meeting.

2. The following meetings may be rescheduled to an electronic meeting if it is impossible to hold the scheduled meeting in person due to forces beyond the control of Hui Waa, provided that the electronic meeting is rescheduled by the end of the year:
  - a. Spring Seminar;
  - b. Annual Meeting of the Council of Clubs; or
  - c. Annual Meeting of the Executive Board.

#### ARTICLE XI – COMMITTEES

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

1. The President appoints all committee chairpersons, except the Race Committee, Finance Committee, and Race Rules 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 Bylaws.
4. Every committee should keep records of its meetings. The Chairperson shall submit an annual report to the President for presentation at the Annual Meeting of Hui Waa.

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5. The makeup of the committee members should, whenever possible, strive for a diversity of the clubs – *i.e.* members from different clubs, representing clubs of differing sizes, geographic areas, philosophies, etc. [rev. 12/15/02]

## SECTION 1. RACE COMMITTEE

The Race Director shall chair the Race Committee. [rev. 08/08/05, 11/19/16]

1. A minimum of six (6) members are needed to rule on any Race Committee action. [rev. 12/10/91, 08/08/05]
2. A simple majority is needed to approve a Race Committee decision. [rev. 08/08/05]
  - a. The Race Director may not vote on a Race Committee decision except in the case of a tie. [added 11/19/16]
3. Race Committee members cannot be a Race Official. [added 08/08/05]

### A. Purpose

The Committee shall be responsible for observing the race and making final decisions 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. [rev. 03/08/88; 12/10/91]

### B. Responsibilities [rev. 12/10/91]

1. The Committee shall rule on all protests filed on form HW-13.
2. All decisions made by the Race Committee on protests shall be final.

### C. Membership [rev. 11/19/16; 11/18/17]

1. Nineteen members will be appointed to the Race Committee no later than the annual Spring Seminar of Hui Waa.
  - a. Each club shall offer the name of one person for appointment by the Race Director to the Race Committee.

- b. All Race Committee members must declare their availability for each race prior to the coaches' meeting.
  - i. The Race Director will select the minimum number of members required, as defined in Section 1 of this Article.
  - ii. For purposes of this subparagraph, "availability" is defined to mean available for the entire day, especially until the end of the regatta or race to resolve Race Committee protests and issues.
- c. If a Race Committee member who has been selected as one of the Race Committee members for the day is unavailable to rule on a protest, the Race Director may appoint another member to the Committee.

## SECTION 2. FINANCE COMMITTEE

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

### A. Purpose

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

### B. Responsibilities

1. The Finance Committee shall prepare a budget of estimated income and expenditures for submission to the Council of Clubs at its February meeting and shall submit such other recommendations to the Council of Clubs concerning the fiscal affairs of Hui Waa. [rev. 12/10/91]
2. The Finance Committee considers and acts upon all matters involving financial affairs (particularly the budget). This is the Committee to which the accountant feels responsible.
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 3. NOMINATING COMMITTEE

The Nominating Committee shall be appointed by the President and shall consist of no less than three (3) members. Appointment shall be made prior to the October general meeting of the Council of Clubs.

#### 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 Vice President, Treasurer, Secretary, Race Director, Race Secretary, and up to three (3) Directors if their term(s) are expiring. [rev. 12/10/91; 12/15/92, 10/11/16]
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 year. The recommendation will be submitted to the Council of Clubs for approval at the Annual Meeting.

### SECTION 4. RACE RULES COMMITTEE

The Race Rules Committee shall be elected by the Council of Clubs and shall consist of no less than five (5) members of Hui Waa. These five elected committee members shall elect a Chairperson from within their committee. This committee shall be elected no later than February of each year. The Race Director shall be an *ex officio*, non-voting member of the Race Rules Committee. They shall consistently observe the races and update the Race Rules to improve the racing conditions. [rev. 11/18/18]

#### A. Purpose

To provide Hui Waa 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 Council of Clubs no later than the month of October for consideration at the Annual Meeting in November. [rev. 12/10/91; 12/15/02]
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. [rev. 03/08/88; 12/10/91]

#### SECTION 5. WAYS AND MEANS COMMITTEE

The Ways and Means Committee chair shall be appointed by the President as necessary. [rev. 03/08/88]

##### A. Purpose

Besides the dues collected, the Ways and Means Committee must find additional means of raising enough monies to satisfy the Annual Budget of Hui Waa.

##### B. Responsibilities [rev. 12/15/02]

1. It shall be the duty of the Ways and Means Committee to investigate and determine fund raising projects. [rev. 12/10/91]
2. This Committee, with the approval of the Executive Board, shall create fund raising projects. These fund raising projects may be luaus, shows, sales of food, candies, etc., or any other projects supported by the community.
3. The Committee shall then submit all reports and recommendations to the Council of Clubs for final approval.
4. In the undertaking of its projects, the Committee may call upon all of the members of Hui Waa for help and support. It is imperative that this Committee undertake sufficient amounts of projects to raise the monies needed to keep Hui Waa solvent. All projects proposed by this committee must have the express approval of the Executive Board.

#### SECTION 6. PUBLICITY COMMITTEE

The Publicity Committee Chairperson shall be appointed by the President, with the approval of the Council of Clubs. [rev. 11/18/18]

The Publicity Committee shall consist of not less than five members, a majority of whom should be from sponsoring clubs. [rev. 12/10/91, 11/18/18]

A. Purpose

The Publicity Committee shall concern itself with the material and media by which the public shall receive a true account of the objectives, programs, and achievements of Hui Waa.

B. Responsibilities

1. The Publicity Committee shall compile all news information of Hui Waa for publication in the news media.
2. The Committee shall report to the news media the results of all Hui Waa races and regattas.
3. The Committee shall prepare Hui Waa regatta programs, brochures and other publications for general information, as necessary. [rev. 03/08/88; 12/10/91]
4. The Committee shall work closely with all committees for the acquirement of materials for publications.
5. On all controversial items, this Committee must have the approval of the Council of Clubs before publication.
6. The Committee shall submit to the Finance Committee an annual budget for approval by the Council of Clubs.

## SECTION 7. AWARDS COMMITTEE

The Awards Committee Chairperson shall be appointed by the President.

A. Purpose

To maintain interest and recognition of its members (clubs and individual members) by the presentation of proper awards.

B. Responsibilities

1. The Awards Committee shall prepare and submit a budget to the Finance Committee on or before the January Executive Board meeting. [rev. 12/10/91]



2. The Committee shall work closely with clubs sponsoring special races or regattas in maintaining the standard awards of Hui Waa.
3. The Committee shall see that all awards (trophies, medals, etc.) are ready for presentation after each race or regatta.
4. The Committee shall, whenever possible, obtain bids for trophies, medals, etc., to assure Hui Waa the best prices possible.
5. No member of this Committee shall act in any capacity so as to obligate Hui Waa in any way, unless prior approval or authority has been granted by a majority vote of the Council of Clubs.
6. This Committee will also assist in the delivery and distribution of the awards as deemed necessary by the Council of Clubs.

#### SECTION 8. BYLAWS COMMITTEE

The Bylaws Committee shall be appointed by the President and shall consist of not less than three (3) members. [rev. 12/10/91]

##### A. Purpose

1. The Bylaws Committee shall be responsible for the revision of the Bylaws of Hui Waa, at the direction of the Council of Clubs, in accordance with "Roberts' Rules of Order, Newly Revised."
2. This Committee shall continually review the Bylaws of Hui Waa 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. [rev. 12/10/91]

##### B. Responsibilities

1. This Committee shall continually review and update Hui Waa Bylaws. [rev. 12/10/91]
2. Proposed amendments for consideration by the Bylaws Committee shall be submitted in writing to the Bylaws Committee Chairperson who will convene a Bylaws Committee meeting. [added 11/18/18]
3. Proposed changes recommended by the Bylaws Committee shall be submitted in writing to the Executive Board and Council of Clubs for approval. At least ten

(10) days' notice of such meeting shall be given for the intention to alter, amend, repeal, or adopt new Bylaws. [rev. 11/18/18]

## SECTION 9. DISCIPLINARY COMMITTEE

The Disciplinary Committee Chairperson shall be appointed by the President. This Committee shall consist of not less than three (3) members who shall be selected by the Disciplinary Committee Chairperson as needed from the Hui Waa Race Committee members. [rev. 11/18/18]

### 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 Hui Waa. [rev.12/10/91]

### 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 Bylaws or rules of conduct; and any other matters as directed by the Executive Board of Hui Waa. [rev. 12/10/91]
2. This Committee will, when deemed necessary, submit its findings to the Executive Board of Hui Waa 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). [rev. 12/10/91; 12/15/02]

### 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 Hui Waa or of its members may be reprimanded, fined, suspended, or expelled from Hui Waa by action of the Council of Clubs. All complaints against the members and Executive Board of Hui Waa must be made to the Secretary of Hui Waa in writing. While the complaint is being investigated, the member, officer, or director may enjoy the privileges of Hui Waa.

### 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 he or she 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 or her own defense.

2. Council of Clubs Action [rev. 12/15/02]

- 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. [rev. 12/15/02]
- b. At the meeting with the Council of Clubs, the member may be represented by counsel shall have an opportunity to again be heard in his or 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 Hui Waa. [rev. 12/10/91]
  - i. Fine to be determined by the Finance Committee.
  - ii. Suspension of a member of up to one (1) year.
  - iii. Resignation. Request the resignation of any member for cause deemed sufficient by the Council of Clubs.
  - iv. Expulsion. Any member of Hui Waa who has been expelled shall not be eligible for membership in Hui Waa in the future.
  - v. No further action to be taken.

## SECTION 10. MEMBERSHIP COMMITTEE

The Membership Committee Chairperson shall be appointed by the President at or before the February meeting. The Committee shall consist of five (5) members of Hui Waa. [rev. 12/15/02]

A. Purpose

1. The Membership Committee will review and investigate all applications for membership in Hui Waa 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 3.A.1., screen, and process confidentially, all membership applications, insuring compliance with all Bylaws and Race Rules of Hui Waa. [rev. 12/15/02]
3. This Committee will review intent to merge applications submitted by clubs for open races.
4. 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 Bylaws 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 what exceptions may be made to the chronological order, together with a method for establishing that order. Some clubs arrange these by date of original

application receipt; others by date of receipt of the last instrument, and so on.

- d. The Committee is normally delegated the responsibility of rejecting the ineligible applications.
3. It is customary in many clubs for this Committee to arrange for introduction of the new members and to provide the new member with a copy of the Bylaws, Race Rules, Race Schedule, and other required information.
4. It is the responsibility of this Committee to review the Intent to Merge Application and to recommend approval or disapproval to the Council of Clubs.
5. On scheduled neighbor island races, this Committee is to see that all housing accommodations, transportation, meals, etc., are arranged for by their respective clubs. Wherever possible this Committee shall help the clubs in securing reservations for transportation and housing.
6. 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.
7. The Committee is charged with the issuance of original club application forms. [rev. 05/00]

#### SECTION 11. SPECIAL COMMITTEES

- A. Such other committees or officers that Hui Waa 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. [rev. 12/10/91]

#### ARTICLE XII – RACE RULES

##### SECTION 1. RACE RULES

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

## SECTION 2. AMENDMENTS

- A. A Race Rule can be amended at the Annual meeting of the Council of Clubs or the May Council of Clubs meeting. Once the Race Rule has been amended, the changes shall go into effect for one year before the rule can be amended again. [rev. 12/15/02; 11/05; 11/07]
- B. Recommendations for changes or additions to these Race Rules must be submitted to the Race Rules Committee in writing no later than the September meeting or January meeting of the Council of Clubs. Recommendations for changes or additions to these Race Rules submitted to coincide with the January Council of Clubs meeting should be limited to amendments to conform to changes adopted at the HCRA Annual Meeting immediately preceding the January Council of Clubs meeting. These recommendations may be made by any active member of Hui Waa. [rev. 12/10/91; 12/15/02; 11/05; 04/14/15]
- C. Proposed amendments shall be presented in writing to all member clubs no later than the October or April meetings of the Council of Clubs. [rev. 12/10/91; 12/15/02]
- D. Exception: If it is deemed advisable by the Executive Board, after HCRA Race Rules are known, amendments to the Hui Waa Race Rules may be made at a Council of Clubs meeting.

## ARTICLE XIII – CONDUCT AND DISCIPLINE

All members of Hui Waa shall conduct themselves in a sportsmanlike manner. All members displaying conduct detrimental to Hui Waa during Hui Waa-sponsored activities are subject to disciplinary action by the Council of Clubs.

## ARTICLE XIV – FUND RAISING

### SECTION 1. APPROVAL OF EXECUTIVE BOARD

All Hui Waa fund-raising projects must have the express approval of the Executive Board. [rev. 12/10/91]

### SECTION 2. DISPOSITION OF MONEY

Monies belonging to Hui Waa shall be delivered to the proper official within the period so prescribed. Failure to do so may subject the member to sanctions defined in these Bylaws.

## ARTICLE XV – CONTRACTS, CHECKS, DEPOSITS AND GIFTS

## SECTION 1. CONTRACTS

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

## SECTION 2. 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 Hui Waa, shall be signed by such officers or agents of Hui Waa and in such manner as shall be determined by resolution of the Executive Board or as provided for in these Bylaws.

## SECTION 3. DEPOSITS

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

## SECTION 4. GIFTS

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

## ARTICLE XVI – BOOKS AND RECORDS

Hui Waa 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 Board and Committees. All books and records of Hui Waa may be inspected by any member club's authorized representative at any reasonable time.

## ARTICLE XVII – FISCAL YEAR

The fiscal year of Hui Waa shall commence on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of each year.

## ARTICLE XVIII – DISTRIBUTION OF EARNINGS AND ASSETS UPON DISSOLUTION

Upon the dissolution of Hui Waa the Executive Board shall, after paying or making provision for the payment of all of the liabilities of Hui Waa, dispose of all of the assets of Hui Waa 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)(3) of the Internal Revenue Code (or

the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine.

ARTICLE XIX – PARLIAMENTARY AUTHORITY  
[rev. 04/14/15]

ROBERT’S RULES OF ORDER, NEWLY REVISED shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

ARTICLE XX – BUDGETS

SECTION 1. BUDGETS

- A. The Chairmen of all standing or special committees shall submit a proposed budget for the ensuing year to the Treasurer of Hui Waa by the January meeting of the Executive Board. [rev. 12/10/91]
- 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 February meeting of the Council of Clubs. [rev. 12/10/91]
- C. The budget shall serve as a guide to the financial matters of Hui Waa for the year.

ARTICLE XXI – PROPERTY OF HUI WAA

SECTION 1. PROPERTY MANAGER

All property of Hui Waa shall be managed by the Property Manager, who shall be appointed by and be directly responsible to the Executive Board. [rev. 12/10/91]

SECTION 2. DUTIES OF PROPERTY MANAGER

- A. It shall be the duty of the Property Manager of Hui Waa to assign, retrieve, check condition of, repair or see to the repair of, make record of and do any other acts deemed necessary in the maintenance and use of Hui Waa property. [rev. 12/10/91]
- B. The Property Manager shall submit at the September meeting of the Council of Clubs, a written inventory of all property and the location/condition thereof. [rev. 12/10/91; 05/00]
- C. A budget shall be submitted to the Treasurer on or before the combined incoming Executive Board/Committee Chair meeting held December or January each year. [rev. 12/10/91; 05/00]



### SECTION 3. RETURN OF HUI WAA PROPERTY

All property of any member (club or individual) belonging to Hui Waa shall be returned to the Property Manager within two (2) weeks of the resignation, dissolution or dismissal of said member. [rev. 12/10/91]

### ARTICLE XXII – AMENDMENTS TO BYLAWS

- A. These Bylaws 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 any Annual Meeting, or any Special Meeting specifically called for such purposes; provided; however, at least ten (10) days' notice is given of the intention to alter, amend, or repeal new Bylaws at such meeting.
- B. A Bylaw duly amended and adopted at the Annual meeting of the association or Special Meeting specifically called for such purpose, must remain in effect for one year before the bylaw can be amended again.

STANDING RULES of HUI WAA  
Official Standing Rules, as of May 9, 2023

1.
  - a. The President shall start the Council of Clubs meeting at a time and place to be determined by the President on the second Tuesday of the month.
  - b. A minimum of one Council of Clubs meeting each calendar quarter must be held in-person. [rev 05/09/23]
  - c. The Council of Clubs may change a future meeting date by a two-thirds vote and at least 10 days' notice. [rev 05/09/23]
2. The Secretary shall give notice of the call to the next meeting by email, phone, fax, or by written method.
3. All reports of officers and committees and announcements shall be in writing and sent to the Secretary by 5:00 p.m. HST five days before the meeting. [rev 05/09/23]

SPECIAL RULES FOR ELECTRONIC MEETINGS

- A. For an electronic meeting, each member must have use of or access to the appropriate technology described below:
  1. For a teleconference, a cellular or land line telephone is required.
  2. For a videoconference, an internet connected smartphone, tablet, or computer is required.
    - a. Downloaded meeting software or application (“app”) used to conduct the meeting.
- B. For an electronic meeting, the chair, the secretary, a meeting facilitator, or their designee shall schedule the teleconference or videoconference availability to begin no less than five minutes before the start of each meeting.
- C. Members shall make every effort to sign into the teleconference or videoconference meeting sufficiently in advance of the time of the meeting to enable their connections to be verified and, if necessary, assisted by troubleshooting.
- D. Each member’s notice of meeting shall include the time of the meeting and the information necessary to connect to the teleconference or videoconference meeting.

- E. Members shall identify themselves by full name and shall maintain audio or video connection access throughout the meeting.
- F. Each member is responsible for their connection to the teleconference or videoconference meeting. No action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented them from participating in the meeting, provided that at least a quorum of members was connected and adequately able to participate. [rev 05/09/23]
- G. The chair may cause or direct the temporary disconnection or muting of a member's connection if it is causing undue interference with the electronic meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any Council of Clubs' member, shall be recorded in the minutes.
- H. Quorum shall be established by a voice roll call. [rev 05/09/23]
- I. All votes shall be taken by a voice roll call vote. [rev 05/09/23]
- J. For meetings conducted using interactive videoconference technology, such as Zoom, Webex, Adobe Connect, Google Meet, Microsoft Teams, and other technologies, all attendees will:
  - 1. Enable their camera;
  - 2. Mute their microphone, unless called upon to speak; and
  - 3. Offer motions in writing, utilizing a 'chat,' whiteboard, or screen sharing feature. [rev 05/09/23]
- K. To seek recognition by the chair, a member must raise their hand icon. [rev 05/09/23]
  - 1. Upon being recognized, the member shall enable their camera if not already enabled.
- L. To raise a point of order, a member shall unmute their telephone or audio connection and if possible, enable their camera if not already enabled. [rev 05/09/23]
  - 1. If the chair has control of the member's mute feature, the member shall raise their hand icon.
- M. Attendance via an electronic means will count as attendance as if attendance was in person, provided the foregoing conditions for electronic meetings are met. [rev 05/09/23]

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Bylaws Proposed Amendment – use this format IF it helps  
otherwise propose your amendment in the form and format that you are most comfortable using

Page, Section	Current Language	Proposed Language	Rationale	Notes

