



**KAMEHAMEHA CANOE CLUB
HANDBOOK**

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KAMEHAMEHA CANOE CLUB PADDLER INFORMATION MANUAL

INTRODUCTION:

This manual was first created for the 1996 paddling season and was later revised in 2002 and now on 2012 as a way of giving every member of Kamehameha Canoe Club all of the information needed to have a fun, safe, & competitive season. This 2012 manual contains much of the same information as well as some new items about our club and rule changes for the season that you need to be concerned with.

Mahalo nui loa
Your Board of Directors

PARENTS: Please read & review this manual with your child paddler. The understanding of the contents will make for a safer, more enjoyable season. Feel free to discuss any questions or concerns with any coach or board member.

1. 2011 CLUB OFFICERS & DIRECTORS

PRESIDENT: James Weller

VICE PRESIDENT: Judy Puniwai

SECRETARY: Sherise "Honey Girl" Kana`e

TREASURER: Darlene Iokepa

DIRECTORS: Heather Kimball, Marta deMaintenon, Maxine Magnani, Jimmy Arita, & Trace Kalei

2. CLUB HISTORY

Original Kamehameha Canoe club founded in 1947 under the auspices of the Order of Kamehameha Lodge in Keaukaha. The club was reorganized in 1954 by Robert Puakea, Sr., Eddie Hamauku & Dan Nathaniel. Head Coach: Isaac Keliipio. After going through many changes through the years, the MODERN DAY KAMEHAMEHA CANOE CLUB was founded in 1975 by John Kekua, Jr., Arnold Nathaniel Abe Remy, Dale Fergerstrom, & Joe Kealoha. Reason: To perpetuate the Art & Sport of Outrigger Canoe Racing.

3. PRACTICE TIMES

Are determined by each coach to achieve the desired results for their crew. See your coach for the days & times. It may change throughout the season.

4. PRACTICE SITE:

South end of Hilo Bayfront, nearest to Suisan Fishmarket. Meet at club halau.

5. CLUB COLORS: BEIGE/RED

6. LIST OF OTHER CLUBS IN THE MOKU O HAWAII OUTRIGGER CANOE RACING ASSOC. – go to www.hcrapaddler.com

7. MOKU O HAWAII OUTRIGGER CANOE RACING ASSOCIATION'S OFFICERS & DIRECTORS:

PRESIDENT: Manny Veincent - Kawaihae
VICE PRESIDENT: Keahi Warfield - Keaukaha
SECRETARY: Darlene Iokepa – Kamehameha
TREASURER: Aloha Mauhili – Puna
DIRECTORS: One representative from each member club
RACE DIRECTOR: Doug Bumatay – Paddlers of Laka
RACE SECRETARY: Maile Mauhili – Kailana

8. INFORMATION ON SPECIAL PROJECTS

FUND RAISERS:

Business Race – April – All Day
Additional fund-raisers to be announced.

9. CLUB EQUIPMENT

CANOES:

KOA – Holonakaiakea – “Moving through the swift broad sea”
Mirage Design Hull Fiberglass – Tuahine “Rains of Manoa”
Kua`ana – named after Uncle John & Aunty Darlene's

mom.

Bradley Design Hull fiberglass – Nahoa “Brave/Bold/Defiant”
Patterson Design Hull Fiberglass – Kaleo Moana “Voice of the Sea”
Hawaiian Racer Fiberglass – Kaiwiki “Swift Waters”
Holomakani “Moving Wind”
Practice Canoes Fiberglass (4)
Liokai “Seahorse”
Malanai “The wind from the mountain above Hilo One”
Nakaniela “Nathaniel” (Name Canoe)
Kalana ‘Eha – original county canoe #4 (also known as “The Green Machine”)

PADDLES:

CANVAS: Two complete sets for long distance.

OTHER: Canoe Trailer –
Saddles for canoe (s) –
Complete sets of iako –
Complete sets of ama
Canoe dolly – 2

10. OPERATING BUDGET

A copy of the operating budget is available for inspection through the club treasurer.

11. CLUB GOALS & THEME FOR THE YEAR

`A`OHE HANA I NELE I KA UKU – THERE IS NO REWARD WITHOUT WORK. A canoe club requires much work & sacrifice by all to attain our goals, but as our theme says, all work has a reward. We encourage everyone to work hard to attain your personal as well as the club goals and you will be rewarded in many ways in your life. The Club Theme, **IKAIKA I KA LOKAHI – “STRENGTH IN UNITY”** will continue to be promoted, as we are much stronger as one cohesive unit than as a group of individuals.

12. PADDLERS’ DUTIES AND RESPONSIBILITIES

A paddler should understand the way in which the club is organized and should be able to function within its framework and abide by its rules and regulations. A paddler should take pride in being a club member and must realize that whenever he or she paddles with the club or is even identified as a club member by wearing a club’s shirt, he or she represents the whole club as well as the sport of Hawaiian Canoe Racing. The paddler should respect the authority of the club’s officers and must understand that the efforts of all should be directed towards achieving the club’s goals. Every paddler must acknowledge that the Head Coach and the Assistant Coaches are delegated by the club to lead and direct the activities of all its’ paddlers. The paddler should take the advice given by coaches and strive to perform at the level the coaches expect.

The paddler must also dedicate him or herself to attain the level of physical fitness that the coaches require and participate wholeheartedly in any conditioning program that is recommended.

At practice, the paddler should be prepared to give his or her best, both mentally and physically,

at all times. Each paddler should come to practice ready to train hard and should arrive at the site early enough to “settle down” and prepare for practice. There should be a willingness and desire to make an **Initial effort, a second effort, and a third effort** and however many efforts it takes to become a member of a crew.

The paddler should be punctual and be able to take criticism and praise in a positive way. He or she should be sensitive to the needs of others and be willing to go more than half the distance to allow for the shortcoming of others.

CREW SELECTION CRITERIA

ABILITY – There is simply no way around it. Some people will just be able to pull a canoe better than others no matter how hard some people try. These people are valuable to the team, but this is not the only deciding factor to being selected.

STRENGTH – How hard someone can pull the canoe through the water shown in such things as one man, two man, and while pulling bottles will be a consideration.

ENDURANCE – how long can you keep a high level of effort will be a consideration. No

matter how strong you are, you have to be able to put out effort for the entire duration of the race.

TIMING & TECHNIQUE – How well you can follow others in the canoe with good form (so that others following you will be more effective) will be a consideration. No matter how strong you are, nor how well conditioned, if your timing is off you are not contributing effectively to the effort. Example: Tug-of-war, if ten people pull all at the same time, they will be more effective than if each of them pull at different times.

ATTITUDE – A person can have a bad attitude & still paddle well, but that negative attitude will carry through the boat. Some people will feel intimidated, some mad & the crew won't feel like pulling for you. A crew who likes each other will work harder for each other.

ROLE MODELING – It is essential to the unity and preservation of our club that we conduct ourselves in a manner that is both respectful and courteous to others. Our actions are mimicked by our youth; therefore, it is important that we demonstrate appropriate social etiquette.

PARTICIPATION – All of the above are the main consideration for a seat on the boat, but realize that if one seat is open and two paddlers of equal ability & attitude are available there almost always be more consideration given to that person who gives more of themselves to the club effort. Important to remember though is that we are not saying that whomever is nicest to the coach gets a seat! That is not the case!!!

ATTENDANCE & PUNCTUALITY – We will not make attendance a factor by itself (a person can show up for every practice but never put out an effort) but you can see that it will be hard to apply the other factors if you are late or not there.

****Please note that all of these criteria's will be taken into consideration when choosing crews, but the Head Coach has the final say in determining all crews.****

13. NAMES OF COACHES

STANLEY CANN – HEAD COACH

STANLEY CANN – MEN'S & WOMEN'S COACH

NICK AHYO & IZ GONZALES

KAUWA ELIA – CLUB'S STEERING COACH

KENIKA KANE – NOVICE COACH

JIMMY ARITA – YOUTH COACH

STEVE MAGNANI – YOUTH COACH

ARTHUR HOKE – YOUTH COACH

JOYEL KEKUA – YOUTH COACH

MAHEA STANLEY – YOUTH COACH

14. EXPENSES TO PADDLER (2011)

Club Dues – Regatta Season

18/under - \$40, College/Kupuna - \$45, Adults - \$95, Family - \$125, Associate - \$20

Dues cover the following expenses:

\$1 registration fee, \$6 per crew per race fee, insurance, fuel to Kona to haul canoes & equipment to race, equipment maintenance, & club administration expenses.

Long Distance Season:

(Covers use of equipment insurance & entry fees for the MOH Long Distance races)

The long distance season dues do not cover the Queen Liliuokalani Labor Day races or the Molokai – Oahu race. These races will have their own fundraisers.

Canoe Club: Your club dues also cover all entry fees for regatta races throughout the season. Dues do not cover expenses incurred when travelling to races in Kona or to the State Championships on the outer islands. Crews that may qualify for the State Championships will be informed of expected expenses.

Na Wahine o Ke Kai & Men's Molokai Hoe Expenses:

Any paddler that desires and puts in the hard work and training time required may paddle in one of our crews participating in the annual Molokai to Oahu races. This is the ultimate canoe race and a fitting end to our paddling year. There will be fund raising activities specifically for the "Molokai" crews.

15. RACING SCHEDULE and CLUB RULES & BY-LAWS

Please go to the club's website www.kamehamehacanoclubhilo.org

16. MOKU O HAWAII RACE RULES & BY-LAWS

Please go to the MOH website www.mokuohawaii.com

17. HCRA RACE RULES & BY-LAWS

Please go to the HCRA website www.hcrapaddler.com

STANDING RULES

SECTION 1. HEAD COACH

- a. Selected before the new season starts by Board of Directors. Each nominee will submit a resume, upon request, to the board for review.
- b. In charge of all equipment and property of the club and County.
- c. In charge of delegating authority to his appointed assistant coaches.
- d. Handles disputes occurring on the beach as a result of practice or race if requested by assistant coach(es) or paddler(s).
- e. Direct practices, dates and times.
- f. Responsible to make the Club #1 on the Island (will settle for #2 or #3).
- g. Determines racing crew with respective assistant coach several days before scheduled race.

POWERS OF THE HEAD COACH

- a. The head coach, if he is to be effective, must be allowed to decide race strategy, organize practices and training, and pick racing crews without hindrance from the BOD or the general membership. In these three areas, his power is absolute.

SECTION 2. ASSISTANT COACHES

- a. Selected by appointment of the Head Coach.
- b. In charge of equipment and property for the use of practice and races.
- c. In charge of their respective crew(s).
- d. Responsible for action (s) of his crew(s) while at practice or race.
- e. Settles disputes within their respective crew(s).
- f. Determines requirements of crew to race.
- g. Aid head coach for determining respective race crew(s)
- h. H. Subjective to head coach demands.
- i. Will help ensure that crews are registered with race chairman, makes sure his/her crews are/have no outstanding debts to the club, have phone number of each crew member, and act as his/her crew manager at races.

POWERS OF THE ASSISTANT COACHES

- a. The assistant coaches may receive the same powers, as delegated to them by the head coach, but the head coach will always retain final authority

SECTION 3. PADDLERS AND MEMBERS

- a. Dues shall be collected from members subject to Article II Section 2 of the by-laws.
- b. A new paddler has a grace period of two weeks or 14 days after first day of paddling to pay their dues.
- c. Any paddler wishing a release form may obtain one through the Race Chairman, providing the paddler has no outstanding debts with the club. The head coach, club treasurer, and (1) Board of Director will grant a release. All releases will be subject to current MOH regulations.
- d. Should notify crewmates or coach if unable to make practice or race.
- e. When a paddler or crew has a problem or gripe that cannot be resolved by the assistant coach, they should take their problem to the head coach. If they are still unsatisfied, they should then contact the Board of Directors.
- f. The use of alcohol or any controlled substance, or any prescription medication that could endanger the user or those around him, is forbidden at any practice or race. Any paddler who appears intoxicated will not be allowed to participate for his own safety and the safety of those with him. In addition, this rule may be applied to any club function where safety or the reputation of the club is likely to be at stake.
- g. Fighting (physically or verbally) is forbidden, and may be grounds for suspension or dismissal.
- h. Paddling and non-paddling members are not to disrupt practices or decisions without first discussing it with the head coach at an appropriate time and location and should abide by his final decision.

SECTION 4. NON-MEMBERS PADDLERS AND NON-MEMBERS

- a. Not allowed the privilege of utilizing club equipment, unless head coach, assistant coach(es) or the Board of Directors grants permission.

SECTION 5. RACE CHAIRMAN

- a. Selected by the Board of Directors.
- b. Must be non-paddling member.
- c. Keep all records: Cards Classification (School Records)
- d. Responsible for all race events in conjunction with MOH and HCRA.
- e. Responsible for registering each paddler with MOH and HCRA.

SECTION 6. COMMITTEE(S) RESPONSIBILITIES

- a. Selected by the Board of Directors.
- b. Budgets for committee(s) action(s) must be submitted to the Treasurer and all receipts turned in within one week to verify expenditure(s), profit(s), or loss(es).
- c. All action(s) subject to approval of the Board of Directors.
- d. Each committee chairman must submit a complete report and all records to the Board of Directors at the end of their term.

SECTION 7. CLUB AREA AND EQUIPMENT

- a. The head coach is responsible for all club equipment and the club practice area. He may establish an equipment committee to assist him in maintaining the club area and equipment.
- b. Littering is forbidden.
- c. Intentional damage to equipment and property is forbidden.
- d. Usage of equipment and property outside of practice and race, need approval of the head coach and the Board of Directors.
- e. Care of all club equipment and practice site is the responsibility of all paddlers.

SECTION 8. PENALTIES AND PUNISHMENT ENFORCEMENT

- a. Shall be carried out by the head coach with the aid of his assistant coaches if infraction occurs during race or practice.
- b. Shall be carried out by the Board of Directors if related to the club's business, internally or externally.
- c. All penalties and punishment(s) will be recorded for purposes of guide to future infractions.
- d. Disciplinary actions against members by the Board of Directors.
Should any member be caught pilfering from the club activities, the following disciplinary actions will be followed;
 - 1. Verbal warning by the Immediate Supervisor in charge of activity-area.
 - 2. Verbal warning by President-advising member that they will not be able to participate at activities where the club is handling monies.
 - 3. Dismissal from club – through the Board of Directors subject to Article II Section 3 of the by-laws.

SECTION 10. POWERS TO IMPEACH

The general membership and Board of Directors have the power to impeach the head coach or any of the Board of Directors when it has been decided that the offending party has not acted in the best interest of the membership. The following procedures shall be adhered to:

- a. Grounds to Impeach: Any action in violation of the Standing Rules or by-laws, or any action that is not in the best interest of the membership is sufficient grounds to call a special meeting of the Board of Directors for an Impeachment hearing.
- b. Impeachment Hearing: A closed impeachment hearing at which specific violations are officially presented to the Board of Directors must be called through petition by a quorum of the membership. At this hearing, the violations will be presented and discussed and the offending party/parties must be given the opportunity to present a defense. The full Board of Directors (excluding those members who are being accused) will then vote by secret ballot FOR or AGAINST instituting Impeachment Proceeding. This decision may be OVERTURNED by majority vote of a quorum of the membership and Impeachment Proceedings thereby instituted or denied.
- c. Impeachment Proceedings: Violations are presented before a special meeting of at least $\frac{3}{4}$ of membership. After discussion, a move to impeach will be followed by a vote by secret ballot. At least a $\frac{3}{4}$ majority of $\frac{3}{4}$ of the members is required for impeachment. These special quorum figures must be adhered to, in order to ensure that a true majority of the club is represented.

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SECTION 11. POWERS TO AMEND

The members may make, alter, amend and repeal the Standing Rules of the Corporation at any annual meeting or in writing to the Board of Directors and a special meeting called for that purpose.

**BY-LAWS
KAMEHAMEHA CANOE CLUB, INC.**

**ARTICLE I
OFFICE AND SEAL**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation shall be at such place in the County and State of Hawaii as the Board of Directors shall from time to time determine.

SECTION 2. SEAL

The corporation shall have a common seal of such form and devise, as the Board of Directors shall determine.

ARTICLE II
MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP

- a. "Member in good standing" shall include paddling and non-paddling members who have been accepted for membership and have no outstanding debts with the Corporation. Hereafter, the term "Member" shall be used to mean "Member in good standing."
- b. Honorary membership may be granted by the Corporation to any person who has performed some distinguished community service toward the advancement of the study of the Hawaiian culture or of Hawaiian Canoe Racing. An honorary member shall be entitled to all privileges of the Corporation except those of voting and holding office.

SECTION 2. DUES

- a. At the beginning of each year, the Board of Directors shall establish membership dues.
- b. To remain in "good standing," a member must pay the assessed dues prior to the deadline set for collection, and in no case shall a paddler be allowed to race unless the paddler is in good standing with the Corporation.
- c. All applications for new membership shall be accompanied with assessed dues.

SECTION 3. SUSPENSION AND TERMINATION OF MEMBERSHIP

The Board of Directors may suspend or expel a member by a two-third (2/3) majority vote of the full Board, after an appropriate hearing. Any member thus suspended or expelled may appeal his/her case at a special meeting of the general membership called for that purpose.

SECTION 4. RESIGNATION/TRANSFERS

Any member may resign his/her membership by filing a written resignation with the Race Chairman. The resignation shall be effective upon its' acceptance by the Board of Directors as long as they have no financial obligation with the club.

ARTICLE III
MEETINGS

SECTION 1. ANNUAL MEETING

A general Corporation meeting for the purpose of electing the Board of Directors and for the transaction of any other business as may properly come before the meeting, shall be held each accounting year between the last race of the season and the end of February of the next year, at a time, day, and place to be specified by the Board of Directors.

SECTION 2. SPECIAL MEETING

A special meeting of the Corporation may be called for by the President or by a quorum of the members to discuss any issue or event that relates to the Corporation.

SECTION 3. NOTICE OF ANNUAL OR SPECIAL MEETING

Notice of the annual meeting or of a special meeting of the Corporation shall state the time, place and purpose of the meeting and notice of the annual meeting shall be given not less than fourteen (14) days prior to the meeting and shall be in writing to the last known address of each member. Notice of a special meeting shall be given not less than two (2) days, nor more than fourteen (14) days prior to the meeting.

SECTION 4. QUORUM

At any meeting of the Corporation, the number of members that shall constitute a "quorum" shall be fifty (50) or the number of members present, providing that there are at least fifteen (15).

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS

The Board of Directors shall be composed of the Executive Officers and Directors. The Head Coach and Race Chairman shall serve as ex-officio members without voting powers unless elected to the Board by the general membership.

SECTION 2. VACANCIES

Vacancies occurring during the term of any Director, Executive Officer, Head Coach, and Race Chairman shall be filled for the remainder of the term by the Board of Directors.

SECTION 3. GENERAL POWERS

The board of Directors shall have the authority to perform all executive functions of the Corporation, adopt Standing Rules, and shall have general management and control of the business and affairs of the Corporation and all other powers as granted in the Articles of Incorporation.

SECTION 4. REGULAR MEETING OF THE BOARD

a. At the conclusion of each annual meeting of the Corporation, the Board of Directors shall meet for the purpose of organizing itself, to conduct all necessary business and to elect Executive Officers, a Head Coach, and a Race Chairman.

b. A regular monthly meeting shall be held at such a time and place as the President may determine. At least four (4) shall be required.

SECTION 5. SPECIAL MEETING

Special meeting may be called by the President or by a majority of the Board of Directors.

SECTION 6. NOTICE OF SPECIAL MEETING

Notice of a special meeting shall be given at least two (2) days prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice, unless specifically required by law.

SECTION 7. QUORUM

A two-thirds (2/3) majority of the Board of Directors shall constitute a quorum for any meeting a vote of the majority of those present and voting, a quorum being present, shall constitute effective action with the exception of Section 3, Article II.

ARTICLE V

EXECUTIVE OFFICERS/DIRECTORS

SECTION 1. EXECUTIVE OFFICERS

The Executive Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 2. ELECTION AND TERM OF OFFICE

The Executive Officers of the Corporation shall be elected annually by the Board of Directors at their regular annual meeting. Each officer shall hold office until his successor shall have been duly elected and qualified.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers and agents with such powers and duties as it shall deem necessary.

SECTION 4. THE PRESIDENT

The President shall be the presiding officer of the Corporation and Board of Directors. The President shall preside at all meetings of the Board of Directors.

SECTION 5. THE VICE-PRESIDENT

The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice-President shall also assist the President and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors.

SECTION 6. THE SECRETARY

The Secretary shall keep the minutes of all proceedings of the Board of directors and of the Corporation. The Secretary shall also attend to the giving and serving of all notices to the Corporation and Board of Directors or other notices required by law or by the By-

Laws; affix the seal of the Corporation to deeds, contracts and other instruments in writing requiring a seal; and perform all other duties incident to the office of Secretary.

SECTION 7. THE TREASURER

The Treasurer shall have securities, evidences of personal property of the deposit the same in such the custody of all funds, indebtedness and other Corporation and shall bank or trust company as shall be designated by the Board of Directors. The Treasurer shall also receive and give receipts for monies paid in on account of the Corporation; pay out of the funds on hand all bills and other just debts of the Corporation of whatever nature upon maturity of the same; enter regularly in books of the Corporation to be kept for that purpose, full and accurate accounts of all monies received and paid out on account of the Corporation; and perform all duties incident to the office of Treasurer.

SECTION 8. DIRECTORS

There shall be nine (9) Directors who shall be elected at the annual meeting of the Corporation. The Directors shall perform any duties as prescribed by the By-Laws and the Articles of Incorporation of the Corporation. Each Director may resign at any time by giving written notice to the President. Any Director absent without just cause for there (3) successive meetings may be removed by the Board of Directors.

SECTION 9. TERM OF DIRECTORS

The terms of the Directors duly elected shall be as follows: the individual with the highest number of votes shall serve a term of three (3) years; the individual with the second highest number of votes shall serve a term of two (2) years; and the remaining Directors shall serve a term of one (1) year.

ARTICLE VI **DEPOSITS AND FUNDS – LIABILITIES OF MEMBERS**

SECTION 1. DEPOSITORIES

The funds of the Corporation shall be deposited in such bank or trust company or other depository as approved by the Board of Directors. Checks drawn against such funds shall be signed by both the President and the Treasurer; however, in the event the President is not available, the Vice-President shall co-sign.

SECTION 2. GIFTS

14The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for 14 the general purpose or any special purpose of the Corporation.

SECTION 3. LIABILITY OF OFFICERS, DIRECTORS AND AGENTS

- a. Exculpation. No Officer, Director or Agent of the Corporation shall be liable for acts, defaults or neglects of any other officer, director or agent, or for any loss sustained by the Corporation, unless the same has resulted from his/her own willful misconduct, willful neglect, or negligence.
- b. Indemnification. Every Officer, Director or Agent shall be indemnified by the Corporation against all counsel fees actually and necessarily incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he/she may be involved as a party or otherwise by reason of his/her being or having been an officer, director or agent of the Corporation, whether or not he/she continues to be such Director or Officer of the Corporation at the time of the incurring or imposition of such cost, expense or liabilities, except in relation to matters as to which he/she shall be finally adjudged in such action suit, proceeding, investigation or inquiry to be liable for willful misconduct or willful negligence toward the Corporation in the performance of his/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 inure to the benefit of the legal representative of such person.

SECTION 4. OFFICIAL INSIGNIA

No person shall use the name, mailing list, or official insignia of the Corporation for other than strictly Corporation purpose without the authorization of the Board of Directors, which is to be confirmed in writing by said Board.

SECTION 5. PROPERTIES

In the event that this said Corporation should become defunct, all properties and funds will be distributed to non-profit organizations. Execution of this policy shall be done by the current Board of Directors, and approved by two-thirds (2/3) of the members of the Corporation present at a duly constituted meeting called for this purpose.

ARTICLE VII **BOOKS AND RECORDS**

SECTION 1. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account. The Corporation shall also keep minutes of the proceedings of its meetings, and shall keep, at the registered or principal office of record, the names and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

SECTION 2. AUDIT

An audit shall be made of the Corporation's financial records by a qualified person or persons, other than the Treasurer, appointed by the Board of Directors. Such audit shall be completed within sixty (60) days of the close of the calendar year, a written report covering the audit shall be submitted to the Board of Directors, and the records transferred to the incumbent Treasurer.

In the event of a vacancy in the office of Treasurer, an audit shall be made of the Corporation's financial records by a qualified person or persons, other than the Treasurer, appointed by the Board of Directors. Such audit shall be completed within sixty (60) days after receipt of the records, a written report covering the audit submitted to the Board of Directors, and the records transferred as directed by the Board of Directors.

ARTICLE IX **AMENDMENTS**

SECTION 1. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

SECTION 2. POWER OF MEMBERS TO AMEND

Two-thirds (2/3) of the general membership may make, alter, amend and repeal the By-Laws of the Corporation at any annual meeting or in writing to the Board of Directors, and a special meeting called for that purpose.