

# Bylaws

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## Article I: Organization

This organization shall be known as the KONA SAILING CLUB of Kailua-Kona, Hawaii.

## Article II: Officers

The elective officers of the club shall be **COMMODORE; VICE COMMODORE; SECRETARY; TREASURER; REAR COMMODORE;** and **PORT CAPTAIN**. Only members in good standing having been duly elected and serving as Directors may serve as officers of the Club.

## Article III: Duties of the Officers

It is the duty of the **COMMODORE** to preside over meetings, enforce the rules of the club, to serve as spokesperson for the club, and preside over all contractual obligations of the club including, but not limited to insurance and lease obligations. He shall also search diligently for guest speakers, educational material, information on boating, boating activities and any other source of information that will serve to advance the goals and purposes of the club as stated in the Articles of Incorporation and any amendments thereof. In the event of the absence of the Commodore, the Vice Commodore will assume the duties of the Commodore.

It is the duty of the **VICE COMMODORE** to assist the Commodore in the preparation and performance of the duties aforesaid and to oversee all non-race sailing activities.

It is the duty of the **SECRETARY** to keep the minutes of the meetings, carry on and have custody of all correspondence and reports. It is also the duty of the Secretary to issue notices of meetings, ensure that a newsletter is published each month, and post the minutes of the meetings on the club bulletin board. The Secretary may, at his or her discretion, appoint an assistant(s) to aid with aforesaid duties.

It is the duty of the **TREASURER** to collect dues and fees, disburse funds, and keep accurate records of all funds received and monies disbursed. A report shall be given at each Board Meeting and to any member in good standing upon request. A formal and detailed report shall be given at each annual election meeting. The Treasurer shall also be responsible for the procurement of an auditor who, at the discretion of the Board, will inspect and review all records and shall handle all tax returns for the Club on an annual basis.

It is the duty of the **REAR COMMODORE** to organize and oversee the sailing activities of the Club. This should specifically include: appoint of Fleet Captains and Race Committee Chairman; overseeing the acquisition, maintenance and storage of race equipment, overseeing the ratings review committee, organizing the protest committee, and filing of ocean use permits with the STATE OF HAWAII. The Rear Commodore may, at his discretion, appoint an Assistant(s) to aid with the aforesaid duties.

It is the duty of the **PORT CAPTAIN** to oversee the physical assets of the Club. This should specifically include recommendations to the Board of Directors for maintenance and improvement of Club property. The Port Captain also serves as chairmen of the Boat Parking Committee. The Port Captain may, at his discretion, appoint an assistant(s) to aid with the aforesaid duties. He shall also coordinate all aspects of Special Membership Privileges.

#### Article IV: Directors

The government of the Club shall be vested with the Board of Directors. The number of Directors may be set at eleven(11). All Directors must be elected by the General Membership. At least seven(7) Directors shall own vessels which are parked on Club property in conformance with the Special Membership Privilege Agreement. Directors shall meet at least every month.

#### Article V: Duties of Directors

It is the duty of the Directors to govern management policy of the Club, control Club finances and oversee Club property. A quorum must be present at Directors meetings to vote on any business and a majority vote prevails. Directors shall see that the following committees are created; **CHARITABLE EVENTS; EDUCATIONAL AND SCIENTIFIC ACTIVITIES; BOAT PARKING; RACING; MEMBERSHIP;** or any other committees that deem necessary. In January of each year the Directors shall review and define the duties of all committees.

#### Article VI: Directors Terms of Office

All Director's terms of office shall be for two(2) years. Five(5) Directors shall be elected in odd numbered years and six(6) Directors shall be elected in even numbered years.

#### Article VII: Nomination and Election of Officers and Directors

Open nominations of Director positions to be vacated in the upcoming year shall be announce to the Club general membership no later than October 15th though the club news letter and/or email messages. All nominations for Director must be received by date of the November Board of Directors meeting. The Board of Directors will confirm the willingness and availability of all nominees to serve as a Director and place all such confirmed nominees on the Directors Election Ballot.

The election of Directors shall take place by secret ballot by mail. Ballots shall be sent to all members in good standing in December of each year after the December Board of Directors meeting. A quorum of the membership must cast ballots to have a valid election and a majority vote prevails. In the vent of a tie vote, the commodore must cast a tie breaking vote. Only members whose dues are current and in good standing shall be eligible to serve as a Director and eligible to vote.

Family membership shall have two(2) votes. Single membership shall have on(1) vote. Junior members and Non-resident(associate)members have no vote.

The Directors shall meet within thirty(30) days of the election to appoint the Club Officers among themselves (i.e. Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and Port Captain).

The commodore and Rear Commodore must posses a sailing vessel of any type capable of carrying at least two persons.

If a Director position becomes vacant, the remaining Directors may elect any Club member in good standing to fill the vacant Director position. At the next election that Director position shall be voted upon for either a 1 or 2 year term, as applicable.

## Article VIII: Special Membership Privileges

Directors will establish and modify from time to time, Special Membership Privilege requirements for Club members to park boats on Club property. At least once in June and once in November of each year, or at any other time deemed necessary, the Port Captain will inform the Directors if any member is not meeting the requirements of the Special Membership Privilege.

The Directors shall establish requirements and guidelines for use of the Club facilities for non-Club activities and user fees, if any to promote charitable opportunities per the Articles of Incorporation. Special use of the Club facilities for non-Club activities such as meetings, private parties and gatherings may be granted to active members in good standing by a majority vote of Directors.

## Article IX: Membership Meetings

There shall be at least two(2) General Membership Meetings of the Kona Sailing Club every year or more frequently if directed by the Board. At least two(2) weeks notice of the meeting shall be given to all Club members in good standing and such notice will include the Agenda for the General Membership Meeting. If there are ballot initiatives to be voted on, those ballot initiatives shall be sent to all members in good standing. Such notice may be made by separate mailing, email, or announcement in the Club's newsletter. A quorum of the membership can cast a vote by mail-in ballot or in person at the general membership meeting. A quorum must exist by an aggregate total of mail-in ballots and in person memberships to vote on any business and a majority vote prevails.

## Article X: Quorum

"A Quorum for General Meetings shall be not less than 25% of votes of members in good standing. A quorum for Board of Directors meetings shall be not less than 50% of Directors present either in person or electronically. The definition for "electronically" for Board of Director meetings is restricted to video or phone conferencing or a combination of the above.

## Article XI: Members

Membership is restricted to those persons who are actively interested in promoting, planning, supporting, and conducting educational and cultural opportunities related to sailing and ocean stewardship in the Kailua Kona area of Hawaii Island. All members are expected to assist with the purpose and concept of the Club; to help encourage education and safe boating activities and promote awareness and protect the well-being of the marine and cultural environment in Hawaii.

Junior membership is restricted to those under the age of 18. Non-resident membership is restricted to those persons who live off island at least 7 months during the year.

A majority vote of the Board of Directors present at their regular meeting is necessary to vote an applicant into the Club. Such a vote may be by a secret ballot at the request of the membership committee or the applicant. No applicant shall be denied membership for reasons pertaining to race, color, creed, national origin, or gender.

## Article XII: Dues

There shall be a nonrefundable initiation fee, no greater than the annual membership amount, for all new members.

Dues must be paid at the time of application. Annual membership dues for Juniors shall be 10% - Non-resident (associate) member shall be 50% - and single membership shall be 75% (rounded up to the nearest dollar) of the Family membership dues. Changes in the initiation fee or annual dues for the upcoming year shall be established by the Board of Directors. Any member whose dues are delinquent beyond 2 months shall not be considered a member in good standing.

### Article XIII: Discipline And Resignation

A member may be expelled or suspended by a vote of the Board of Directors when conduct of the member endangers the best interest of the Club. A written complaint of one or more members, addressed to the Board of Directors shall cause the Board to investigate and decide whether expulsion or suspension may be necessary. Any member has the right to a hearing in front of the Board. Any and all proprietary interest in the Club, by resigning member, shall terminate at the time of his or her resignation.

### Article XIV: Status

This Club shall be incorporated as a Non-Profit organization under the applicable Hawaii Revised Statutes as amended.

### Article XV: Fiscal Year

The Club's fiscal year shall begin March 1 and end the last day of February.

### Article XVI: Amendments

These bylaws may be amended by a 2/3 majority vote of a quorum at a General Membership Meeting. At least two(2) weeks notice of such meeting shall be given to all Club members in good standing and such notice will include notice of the proposed changes to the by-laws. Such notice may be made by a separate mailing, email, or announcement in the Club's newsletter.

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**XX. CERTIFICATION.** The original, or a copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be kept on the Kona Sailing Club website and available for public viewing at all times.

Revised and approved by the Board of Directors at its regular meeting on January 13, 2024

Approved by the General Membership, with a quorum present on January 13, 2024

By	Date
Casey Mayes <a href="#">eSign   100% FREE Electronic Signature &amp; Online Notary</a>	Jan 13, 2024
Print name	Title
Casey Mayes	Commodore

By		
		
Date	Print name	Title

By	Date	Print name	Title
