

BY-LAWS
OF
THE KAMAHA'O CANOE CLUB

ARTICLE I
IDENTITY AND OFFICE

1. NAME: The name of this corporation shall be the Kamaha'o Canoe Club , hereinafter "the CLUB" or "the CORPORATION".

2. PRINCIPAL OFFICE: The principal office of the CORPORATION shall be located within the Ewa Beach and County of Honolulu, State of Hawaii, and the specific address for the CORPORATION shall be Kamaha'o Canoe Club, P.O. Box 2937, Ewa Beach, Hawaii 96706-0937. The CORPORATION may maintain its principal offices in such other place or places within the State of Hawaii as may be from time to time designated by the Board of Directors.

3. CORPORATE SEAL: The seal of the CORPORATION shall be circular in form and shall bear the name of the CORPORATION and other such words, devices and inscriptions as the Board of Directors shall prescribe from time to time.

ARTICLE II
PURPOSE AND TAX STATUS

1. PURPOSE: To facilitate cultural and life experience exchange for CLUB members and their families by developing and providing educational programs with respect to the traditions and cultural heritage of Hawaii, traditional Hawaiian sports and activities, the ocean and its relationship to Hawaiian life and water safety.

2. TAX EXEMPT CHARITABLE: To operate exclusively for charitable, literary, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making

of distributions to organizations that qualify as a tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any future provisions).

ARTICLE III
MEMBERSHIP

1. REGULAR MEMBERS: Regular members shall be persons who have affiliated themselves with the Kamaha'o Canoe Club and who are either citizens or resident aliens of the United States. All interests in the CORPORATION and voting rights shall be vested equally and exclusively in the regular members in good standing. A member in good standing has paid dues in full and contributes to the good morale and physical condition of the CLUB. Such interests and rights shall cease upon the death, resignation or sooner termination of a membership as hereinafter provided.

2. SOCIAL MEMBERS: Social members, typically sponsors and advisors, shall be persons affiliating themselves with the Kamaha'o Canoe Club who choose not to become regular members. Social members shall in no event have an interest in the CORPORATION, a right to hold office, or a vote, but may otherwise participate in the activities of this CORPORATION in the fashion to be determined from time to time by the Board of Directors. All references in these By-Laws to members, unless otherwise stated, shall be deemed to be a reference to regular members only.

3. EVIDENCE OF MEMBERSHIP: Membership cards shall be issued to members by the Secretary, signed by the President. Such membership cards shall be of a form or design approved by the Board of Directors. Membership shall not be transferable.

4. ELIGIBILITY FOR MEMBERSHIP: Membership in the Kamaha'o Canoe Club shall be open to any person who is either a citizen or resident alien of the United States. No person shall be denied the privilege of membership,

either regular or social, because of sex, ethnic background, race, religion, or national origin.

5. DUES AND ASSESSMENTS: The Board of Directors shall establish dues and other assessments as may be necessary for the operation of the CLUB and require the prompt payment of the same as a condition to a person remaining a member in good standing.

6. VOLUNTARY TERMINATION OF MEMBERS: Any member who disassociates from the Kamaha'o Canoe Club shall cease to be a member in good standing and the interests and rights of such member in this CORPORATION shall become null and void. The Board of Directors shall regularly review the membership list to determine whether the actions of any member constitute evidence of such member voluntarily disassociating with the CLUB. After a good faith effort to determine the intentions of such member, the Board of Directors by a vote or written assent of their majority, shall determine whether a member has voluntarily terminated association with the CLUB. Any member may voluntarily disassociate with the CLUB by addressing a written request to the Board of Directors expressing the intention to do the same. Such request shall be effective upon its receipt by the Board of Directors.

7. EXPULSION FOR CAUSE: The Board of Directors shall have summary power by a vote or by written assent of the majority of the Directors to expel and terminate the membership of any member for conduct which in its opinion is contrary to the purposes and objective of the CLUB, violates the By-Laws or rules and regulations prescribed by the Board of Directors, or otherwise impairs the good name, prestige and standing of the CORPORATION in the community. In the event a member proposed for expulsion so requests, the Board of Directors shall appoint an impartial advisory committee which shall investigate the allegations and make recommendations concerning the status of the member. In the event such advisory committee recommends retention of a member, the vote or written assent of the majority of the Directors present and voting, a proper quorum existing, shall be necessary to expel. The proceedings of the Board of Directors in matters of expulsion shall be final.

ARTICLE IV
MEETINGS

1. PLACE OF MEETING: Meetings of the members shall be held at such times and places as shall be designated by the officers or Board of Directors and published to the membership at large.

2. ANNUAL MEETING: The annual meeting of the membership shall be held Saturday of the second weekend in November at such place and time as may be fixed by the Board of Directors. At the annual meeting, the members in good standing shall elect Directors in numbers or proportion of the Board as hereinafter provided to hold office for terms as specified in Article V and thereafter, until their successors shall be duly elected and qualified. Subject to any requirements of law, the Charter of Incorporation, or these By-Laws with respect to notice, the membership at such annual meeting may transact any general business which may be raised and may take any other corporate action.

3. SPECIAL MEETINGS: Special meetings of the membership shall be called by the Secretary at any time upon request of the CLUB President, the Board Chairman, any two Directors of the CORPORATION, by one-fifth (1/5) or more of the regular members, or, upon the resolution of the Board of Directors. Business may be brought before the members and transacted at such meeting as shall have been specified in the advanced notice.

4. QUORUM: A majority of the members shall be required to constitute a quorum for the transaction of business and any decision of a majority of such quorum shall be valid and binding upon the CORPORATION, except as otherwise specifically provided by law, the Charter of Incorporation, or these By-Laws. Each member in good standing shall at every such meeting be entitled to one vote.

5. NOTICE OF MEETINGS: Written notice specifying the time and place of the meeting, whether annual or special, and if a special meeting, the general

nature of the business to be considered thereat shall be given to each member, either by serving the same upon the member personally or mailing the same to the member at his/her last known address at least five days prior to the time set for such meeting. Non-receipt of such notice by any member shall not invalidate any business done at any meeting, either annual or special, at which a quorum is present.

ARTICLE V DIRECTORS

1. NUMBER AND QUALIFICATIONS: There shall be an odd number of Board of Directors of not less than five seats and not more than nine seats. Directors shall continue to serve until their successors are elected and qualify. The number of Directors shall be fixed each year (5, 7, or 9) and the Directors shall be elected by the members in good standing at their annual meeting, or in case of a failure to act at such meeting, at a special meeting held as soon as possible thereafter, provided that the number of Directors may be increased or decreased subject to the forgoing limitation; and, if increased, the additional Directors may be elected by the membership at any special meeting during the year.

2. SELECTION AND TERMS OF DIRECTORS: The term of Director shall be for two years, except as described below, the terms of the Board staggered with even numbered seats elected to be installed on even years and odd seats elected to be installed on odd years. If the number of the Board of Directors is increased, the initial term length for one seat (or two if increased by four) will be for one year to coincide with staggered elections for even or odd numbered seats. Elections will be held at the November general meeting of the members and those elected being installed on the second Monday in January to allow for turn over of CORPORATE functions. Each year, prior to the annual meeting of the membership, the Board of Directors shall appoint a nominating committee composed of three regular members in good standing. The

nominating committee shall consider possible candidates from among the regular members in good standing to fill projected vacancies and any additional Directors positions to be added to the Board. The nominating committee shall submit its recommended slate to the Board of Directors for its approval and endorsement to the membership not later than ten days before the annual meeting. Nothing shall prevent the reelection of a Director to one or more successive terms on the Board.

3. QUORUM: Two-thirds (2/3) of the elected Directors shall constitute a quorum sufficient for the adoption of any directorate action.

4. VACANCIES: In case of any temporary vacancies in the Board of Directors, including temporary vacancies caused by absence from the State of Hawaii. Illness, or other disability preventing any member of the Board of Directors from carrying out his/her responsibilities, the remaining Directors of the Board, even though less than the otherwise required two-thirds (2/3) quorum, may fill the same by an affirmative vote of a majority of the remaining Directors. Directors so appointed shall hold office until the regular Director can reassume his/her duties.

5. MEETINGS – NOTICE: The Board of Directors shall hold a meeting immediately following the annual meeting of the members or as soon thereafter as feasible for the purpose of organization, election of the Chairman, Vice Chairman, Secretary and the transaction of business. Regular meetings of the Board of Directors shall be held at least each even numbered month of the calendar year. Special meetings of the Board of Directors may be called at such other times as the business of the CORPORATION shall require according to resolution of the Board of Directors, upon the call of the Chairman, or by request of any two (2) of the Directors. Written notice of all meetings, regular and special, stating the place, time, and type of meeting as well as the general nature of the business to be considered thereat, shall be given to each director either by serving the same upon the Director or by mailing the same to the Director's last know address at least five days prior to the time set for such meeting. However, non-receipt of any such notice shall not invalidate any business done at any

meeting, whether regular or special, at which a quorum is present. No notice of a meeting need to be given to any Director who is at the time absent from the State of Hawaii. Directors may accept notice of a meeting by telephone message in lieu of by written notice. The presence of any Director at any meeting of the Board shall be the equivalent of the waiver of the requirement of giving notice of said meeting to such Director except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any Director who shall cease to be a regular member in good standing of the CLUB, shall immediately cease to be a Director. However, no prior act of the CORPORATION, its officers, or Board of Directors, shall be invalidated by reason of such Director ceasing to be a regular member.

6. REMOVAL OF DIRECTORS AND FILLING VACANCIES: The members of the CORPORATION may at any special meeting, whether called for the purpose or not, by the affirmative vote of not less than two-thirds (2/3) of the membership, remove any Director or Directors from office including any Director or Directors elected pursuant to the provisions of Paragraph 4 of this Article. The members of the CORPORATION may at any special meeting, whether called for the purpose or not, fill by majority vote, any vacancies which may then exist in the Board of Directors, whether caused by resignations, removals, or otherwise including temporary vacancies if they have not been filled pursuant to the provisions of Paragraph 4 of this Article.

7. POWERS OF DIRECTORS: Subject to instructions by the members, the Charter of Incorporation, and these By-Laws, the Board of Directors shall have the power to control and direct the business and affairs of the CORPORATION, to exercise all powers, and perform all the acts which the CORPORATION may legally exercise and perform. The Board of Directors has authority over and can delegate authority to CLUB Officers as determined in the best interest of the CLUB. The Board of Directors can suspend any CLUB Officer for cause and appoint interim Officer(s) until a Special Meeting is convened by the General Membership for the purpose of final determination and

election of new Officer(s) if necessary. The Special Meeting must be called and convened within 45 days of the Board of Director's action.

ARTICLE VI OFFICERS

1. GENERALLY. The officers of the CORPORATION shall consist of a President, Past President, Vice President (Operations), Treasurer, Registrar and a Custodian, all of who shall be regular members of the CORPORATION. Any Officer may serve concurrently on the Board of Directors. The officers, except the Past President, shall be appointed annually by the General Membership at the annual or special meeting of the members at which the Board of Directors is also elected and shall hold office for one (1) year and thereafter until their successors shall be duly appointed and qualified. There may also be "Deputy" officers and other subordinate officers who must be regular members of the CORPORATION, and who shall be appointed by the Directors. The number of such Deputy and subordinate officers and their duties shall be determined from time to time by the Directors.

2. VACANCIES. Vacancies which may occur in any office shall be filled by appointment by the Board of Directors for the remainder of the term of such office. In case of the absence from the State of Hawaii, illness, or other temporary disability of any officer, the Board of Directors may appoint a temporary officer to serve during such absence, illness, or disability.

3. REMOVALS. Any officer may be removed from office at any time at a meeting specially called for that purpose by the affirmative vote of not less than two-thirds (2/3) of the Directors, except insofar as such removal would be contrary to law. The Board of Directors of the CORPORATION may at any time remove from office or discharge from employment any Deputy, subordinate officer, coach, agent, or employee appointed by it or by any person under authority delegated by it, except insofar as such removal would be contrary to law.

4. PRESIDENT. The President shall be the principal executive officer of the CORPORATION, shall in general supervise and control all the affairs of the CORPORATION, on a day to day basis with the exception of fiscal obligations of the CORPORATION unless approved by the Directors. The President shall preside at all meetings of the CLUB officers of the CORPORATION, and shall perform all duties incident to the office of the President and which from time to time may be assigned to the President by the Board of Directors. Further, the President shall execute all formal documents, correspondence, proof of membership, however, that when any instrument requires a seal, it shall be attested by the signature of the Secretary. The President may sign second party agreements, contracts as approved by the Directors and may serve as cosignatory with the Treasure on bank drafts which require dual signatures or accounts that are so authorized by the Board of Directors.

5. PAST PRESIDENT. The Past President will be an interim position of honor and respect for the work accomplished by the current outgoing President. The Past President will facilitate the transition of his/her experience and administrative matters during his/her tenure as President to the newly elected President. The Past President will represent the current President at CLUB meetings at the discretion of the current President. This position will have a duration of one (1) year concluding with the presentation of a CLUB plaque identifying his/her years of service to the CLUB.

6. VICE PRESIDENT- OPERATIONS OFFICER. It shall be the duty of the Vice President to assume and perform the duties of the President during the absence, illness, or other disability of the President or whenever the officer of President is vacant. The Vice President shall do and perform such additional duties as shall be prescribed by the President or the Board of Directors. The Vice President's normal duties shall be those of the Operations Officer and responsible for planning, coordinating and executing all recreational and competitive activities of the CLUB. The Operations Officer assures CLUB equipment movement to and from the CLUB facilities is accomplished in an orderly and safe fashion. In the event that the Vice President must assume the

duties of President, he/she will designate a member in good standing as the Operations Officer while performing duties as the President.

7. SECRETARY. The Secretary shall be ex officio Secretary of the Board of Directors and of all select committees, shall give or cause to be given all required notices of meetings of the members and directors, shall record the proceedings of meetings of the members, directors, and select committees in a book or books to be kept for that purpose, shall prepare all correspondence, and shall perform such other duties as may be assigned from time to time by the Board of Directors and by the President. The Secretary shall have custody of the corporate seal. During the absence, illness, or disability of the Secretary, the secretarial duties shall be performed by the Assistant Secretary, if one has been elected by the Board of Directors or, if none, by the Vice President.

8. TREASURER. The Treasurer shall be the financial officer and comptroller of the CORPORATION. The Treasurer shall have custody of all funds, accounts, and valuable papers of the CORPORATION, shall keep the same for safekeeping in such depositories as may be designated by the Board of Directors, shall expend the funds of the CORPORATION as directed by the Board of Directors, and take proper voucher for such expenditures. All vouchers shall be signed by the Treasurer and such other officer as the Board may designate for a particular account. The Treasurer shall keep or cause to be kept a book or books setting forth a true and accurate record of the funds and accounts of the CORPORATION.

9. CUSTODIAN. The custodian shall be charged with the responsibility of accounting for all tangible property in which the CORPORATION holds any interest. The custodian shall know at all times the general condition and whereabouts of all tangible property in which the CORPORATION holds any interest and shall maintain current inventories of the same. In the event that the tangible property of the CORPORATION is to be made available to one or more members, officers, or directors of the CORPORATION, or to anyone else for corporate authorized purposes, the Custodian shall obtain the signature of such person or persons on a sub-custody document which shall be retained as a

corporate record. If required to do so by the Board of Directors, the custodian shall give a bond in such surety as may be prescribed by the Board of Directors for the faithful discharge of the custodial duties. The Custodian shall also perform such additional duties as shall be prescribed by the Board of Directors. In the absence, illness, or disability of the Custodian, the duties of the Custodian shall be performed by the Assistant Custodian if one has been elected by the Board of Directors, or, if none, by the Past President.

9. SUBORDINATE OFFICERS. The powers and duties of the subordinate officers shall be as prescribed by the Board of Directors.

ARTICLE VII COACHING STAFF, CREW, PADDLERS

1. HEAD COACH. The Board of Directors shall appoint the Head Coach. He/she will continue in that capacity until replaced by the Board. The Head Coach must be a regular member. Nothing shall preclude the Head Coach or any of his/her assistants from holding office or being a Director in the CORPORATION.

2. AUTHORITY OF HEAD COACH. The Head Coach shall supervise such matters as practice schedules, training, and selection of crews and teams. He/she may discipline a team member for any act he/she considers a violation of crew rules, including suspension or dismissal from crew or team. He/she may select the individual members of his/her coaching staff subject to the approval of the Board of Directors and delegate authority as he/she may deem necessary or appropriate. The Head Coach shall remain responsible to the Board of Directors, supervised by the President and shall coordinate with the corporate officers with regard to appropriate areas of responsibility.

3. FINANCIAL INDEBTEDNESS. The Head Coach or any member of the coaching staff is not authorized to incur any financial indebtedness against the CORPORATION without the express prior approval from the Board of Directors or such officers as it may authorize to so obligate the corporation.

4. COMPETITION. No crew or team shall be allowed to compete away from the Island of Oahu without prior approval of the Board of Directors.

5. SELECTION OF CREWS AND TEAMS. Crews and teams shall be selected from members on the basis of ability, attendance, attitude, and cooperation, at the Head Coach's sole discretion.

6. PARTICIPATION. Only crew and team members who are regular members in good standing shall be allowed to compete for this CORPORATION.

7. SUSPENSION AND DISMISSAL. Suspension or dismissal from a crew or team need not necessarily require similar action by the CORPORATION.

8. MAINTENANCE OF EQUIPMENT. The routine immediate care and maintenance of all canoes and associated paddling equipment shall be the immediate responsibility of the Head Coach who shall act at the overall direction of the Custodian. Care and maintenance of all other corporate property shall be the exclusive responsibility of the Custodian.

ARTICLE VIII

SELECT COMMITTEES

1. SELECT COMMITTEES. The Board of Directors may appoint from the regular members in good standing one or more select committees consisting of no more than five (5) members. The select committees shall act, consider, and make recommendations concerning such matters as may be determined by the Chairman of the Board of Directors from time to time. Chairmen of such select committees shall be exofficio members of the Board of Directors and attend all Board meetings.

ARTICLE IX

GENERAL PROVISIONS

1. ADJOURNMENT. Whenever at any meeting provided for in these By-laws, less than a quorum shall be present or represented; such meeting may

thereupon be adjourned without notice by a majority vote of those present or represented. Any meeting at which a quorum is present or represented may be adjourned in the same manner for such time as may be fixed by a majority vote at such meeting. Whenever a quorum is present at any meeting, any business may be transacted which would be appropriate to the type of meeting called.

2. FISCAL YEAR. The fiscal year of the CORPORATION shall begin on the 1st day of January and end on the 31st of December, unless otherwise determined by the Board of Directors.

3. RULES AND REGULATIONS. The Board of Directors shall promulgate such reasonable rules and regulations for the conduct of the CORPORATION'S activities as it shall deem appropriate. Rules and regulations to be applied by the Head Coach and his assistants for the purpose of discipline shall be reported to the Board of Directors for their consideration and adoption prior to their enforcement.

ARTICLE X AMENDMENTS

1. These By-Laws may be amended, altered or repealed the affirmative vote of a majority of all the members at any annual meeting or at any special meeting called for such purpose.

ARTICLE XI MISCELLANEOUS

1. TAX EXEMPT, NON-PROFIT STATUS OF THE CORPORATION. Nothing in these By-Laws shall authorize the CORPORATION including any Director, officer, member, coach, employee, or agent of the CORPORATION to take any action or carry out an activities not permitted (a) by a corporation exempt for Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 as it may be amended or superseded including any comparable laws and regulations of the State of Hawaii and (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of

1954 as it may be amended or superseded including any comparable laws and regulations of the State of Hawaii.

2. CORPORATE ASSETS AND DISSOLUTION. The CORPORATION is organized for its stated purpose only and is not organized for profit, it will not issue any stock, and on part if its assets, income, or earnings in direct reimbursement for services or property sold to the CORPORATION. Services of all members, directors, officers, and the coaching staff, and agents of the CORPORATION as described in these By-Laws shall be rendered on a volunteer, no-cost basis for the benefit of the CORPORATION. Upon dissolution, all of the assets of the CORPORATION after payment of its just debts, shall be transferred or distributed to an organization or organizations as shall at the time qualify as an exempt organization of organizations under section 501(c)(3) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these By-Laws, this CORPORATION shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this CORPORATION.

3. AUDIT OF BOOKS, FINANCIAL ACCOUNTS AND CUSTODIAL INVENTORIES. Within sixty days prior to the annual meeting of the membership, the Board of Directors shall cause a complete audit to be made of the books, financial records and custodial inventories maintained by the Treasurer and Custodian CORPORATION. The Board of Directors shall request such audit be performed by qualified auditors of Special Services for the U.S. Naval Station, Pearl Harbor, Hawaii, by such other qualified auditor or officer as may be designated by Special Services, or in the absence of such designation, by a Certified Public Accountant (a person, firm or corporation) of the Board's selection. No club member, officer, director, coach, employee or agent shall be eligible to serve as auditor. The result of such audit shall be reduced to writing, become an official record, and be reported to the Board of Directors, the officers and membership at large.

4. INSPECTION OF CORPORATE RECORDS. The books, accounts and custodial inventories of the CORPORATION, including the minutes of the

proceedings of all meetings, shall be open to inspection upon written demand of any member at any reasonable time, and for any purpose reasonably related to such member's interested as a member in the CORPORATION. Such inspection may be made in person or by such member's agent or attorney, and shall include the right to reasonably make extracts. Demands to inspect other than at a general or special meeting, shall be made in writing and served upon the President, Vice President, Secretary, Treasurer, Custodian, or any member of the Board of Directors.

5. AUTHORIZED SIGNATURES AND EXECUTION OF DOCUMENTS.

All checks, drafts, notes, bonds, acceptance, deeds, leases, contracts, and other instruments shall be signed by such officer or officers as shall be authorized by general or special resolution of the Board of Directors. In the absence of any such general or special resolution applicable to any such instrument, such instruments shall be signed by the President or Past President and countersigned by the Treasurer or the Custodian. In the absence of a general or special resolution of the Board of Directors, no other officer, director, coach, agent, or employee of the CORPORATION shall have the power to bind the CORPORATION by any contract or engagement of to pledge its credit, property, or assists or to render to liable for any purpose or to any account.

6. INSPECTION OF BY-LAWS. The CORPORATION shall keep in its principal office for the transaction of business, the original or a copy of the By-Laws of the CORPORATION as amended or otherwise altered to date, certified by the Secretary. Such copy shall be open to inspection by any member at all reasonable times.

7. PARLIAMENTARY PROCEDURE. Parliamentary procedure shall govern the conduct of all meetings and shall be in accordance with Robert's Rules of Order.

8. VOTING BY PROXY. Voting by proxy shall not be allowed at any meeting on any corporate business.

THE FOREGOING By-Laws have been adopted by the undersigned as the registered Board of Directors for the Kamaha'o Canoe Club, the 5th day of August , 2007.

NOTICE

This organization is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and is not organized for profit, it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its members, directors, or officers, except for services actually rendered to the CORPORATION. Upon dissolution, all of the assets of the CORPORATION after payment of its just debts shall be transferred or distributed to an organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the provision of these articles, the CORPORATION shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for Federal income tax under Section (c)(3) of the Internal Revenue Code of 1954 (or Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

President - James Javier

Vice President – Darren Park

Secretary – Joy Hargraves

Treasurer – JoAnn Javier

Custodian – Tavia Santiago

(SEAL)