

BY-LAWS OF OUTRIGGER CANOE CLUB.

Adopted at the Special Meeting of the Members

Held on Friday, July 28, 1939

SECTION 1.

NAME                   The name of this Corporation, hereinafter referred to as the "Club," shall be the OUTRIGGER CANOE CLUB.

SECTION 2.

PURPOSES               The purposes of the Club shall be the promotion of athletic sports and activities in all their forms and branches, the cultivation of social intercourse among its members, and the advancement of learning and of arts and sciences.

SECTION 3.

COLORS                 The Club colors shall be crimson and white.

SECTION 4.

EMBLEM                The Club flag shall be a crimson triangular pennant, bearing the club emblem, an O crossed with a paddle in white. Its height shall be one-third of its length.

SECTION 5.

SEAL                   The Club shall have a seal consisting of a circle having on its circumference the words "Outrigger Canoe Club - Incorporated September 5, 1930."

BOARD OF DIRECTORS.

SECTION 6.

COMPOSITION  
AND ELECTION           A Board of Directors of nine (9) members shall be elected by written ballot annually at the annual meeting and shall possess all the corporate powers of the Club including, without prejudice to the generality of the foregoing, the power

POWERS                 a. To elect officers, to remove the same at its pleasure, and to fill any vacancies which may occur among the officers or directors;

b. To increase the Board of Directors to eleven (11) members.

c. To appoint, remove and supervise all employees, to prescribe their duties and fix their compensation and term of service;

d. To authorize the appointment of committees, prescribe their powers and duties and remove any or all members thereof other than those on the Finance Committee at its pleasure;

e. To fix the rights, privileges, number, cost, fees and dues of each class of membership;

f. To terminate any membership and to discipline any member;

g. To designate the bank or banks in which Club funds shall be deposited;

LIMITATION  
OF INDEBT-  
EDNESS

h. To bind the Club by the authorization or approval of all contracts, evidences of indebtedness and other instruments in writing provided, however, that no indebtedness exceeding \$20,000 shall be incurred without the prior written consent of a majority of the members present at a meeting called for such purpose;

i. To adopt rules and regulations it may deem proper including among others the conduct of all sports and other activities and the fees for the same;

j. To perform such other duties and have such other powers as may be specified in these by-laws.

SECTION 7.

NOMINATION

Nomination of directors shall be made by the nominating committee and those so nominated shall be designated as the Regular Ticket, and their names posted on the bulletin board of the Club at least ten days prior to the date of the annual meeting and may also be made by petition of ten members entitled to vote and the names of any so nominated shall be immediately posted on said board.

SECTION 8.

NOMINATION  
AND ELECTION  
ON AUTHORI-  
ZATION AND  
EXISTENCE OF  
BOND ISSUE

Provided that immediately following the authorization of a bond issue five directors shall be elected for a two year term and then annually and four shall be elected until 75% of the authorized issue shall have been subscribed to and the issuance thereof begun at which time and thereafter during the existence of any portion of said issue four Trustee-Directors shall be elected for a three year term from those nominated by the subscribers to or holders of a majority of such issue or by a committee or person selected for such purpose; provided that if no more than four are so nominated their nomination shall constitute election; and provided further that on an increase of the number of directors from nine to eleven, each of the above mentioned numbers shall be increased by one.

SECTION 9.

REMOVAL

Any directors other than Trustee-Directors may be removed by a two-thirds vote of the members present at any annual meeting or special meeting called for such purpose.

OFFICERS.

SECTION 10.

LIST OF  
OFFICERS

The officers of the Club shall consist of a President, a Vice-President, a Secretary and a Treasurer, elected annually immediately following the annual meeting by the Board of Directors from the members thereof, and such other officers as said Board may by resolution appoint from the members of the Club. Any office except that of President may be combined with any other office.

COMBINATION

SECTION 11.

PRESIDENT

The President shall preside over all meetings of the members and directors, shall cast the deciding vote in case of a tie, shall sign all contracts and other instruments in writing, and shall perform such other duties as may be required by these by-laws or by resolution of the Board of Directors.

SECTION 12.

VICE-PRESIDENT

The Vice-President shall perform the duties and possess

the powers of the President in case of his absence, inability or refusal to act.

#### SECTION 13.

##### SECRETARY

The Secretary shall keep a complete record of all meetings of the directors and members, shall keep the Club seal and stamp all documents requiring the same therewith, shall serve all notices required by these by-laws and shall perform such other duties as may be required by these by-laws or by resolution of the Board of Directors.

#### SECTION 14.

##### TREASURER

The Treasurer shall have custody of all Club funds, shall countersign all checks drawing therefrom, and shall perform such other duties as may be required by these by-laws or by resolution of the Board of Directors.

#### GENERAL MANAGER.

#### SECTION 15.

##### GENERAL MANAGER

A general manager shall be appointed by the Board of Directors for such term and at such compensation as the Board may decide. Such manager shall be charged with the active management of the Club, including the hiring, discharging and supervising of employees, the purchasing of supplies and equipment, the preparation and maintenance of an accurate inventory of Club property, including its location and approximate value, the keeping of books showing a complete account of receipts, disbursements and amounts owing to or by the Club, the rendering of regular statements to each member of his account, the rendering of monthly accounts to the Board of Directors of his management and the condition of the Club (including the membership by classes and changes therein, a detailed classification of receipts and disbursements and any other necessary information) together with any recommendations with respect thereto, and shall be charged with the maintenance of order on the Club premises and the performance of such other duties as may be required by resolution of the Board of Directors. The General Manager shall only be subject to control of the Board of Directors or Finance Committee acting as such.

#### AUDITOR

#### SECTION 16.

##### AUDITOR

An Auditor neither a director nor officer of the Club shall be appointed annually by the Board of Directors with the approval of the Finance Committee, who shall annually and at such other times as he may be requested by the said Board or Finance Committee examine the books and accounts of the Club and report thereon.

#### COMMITTEES.

#### SECTION 17.

##### LIST OF COMMITTEES

A Finance Committee, Building & Grounds Committee, Committee on Admissions, Ladies' Entertainment Committee, Men's Entertainment Committee, Athletic Committee, Nominating Committee, and such other committees as the Board of Directors may by resolution require shall be appointed by the President subject to the approval of said Board.

#### SECTION 18.

##### FINANCE COMMITTEE

A Finance Committee composed of two Directors and the President

or during the existence of any outstanding debentures of the Club of two Trustee-Directors and the President and governed by its own rules of procedure shall have entire charge and control of all financial affairs of the Club, and no expenditure for any improvements shall be made without its assent, and during the intervals between meetings of the Board of Directors shall possess all the powers of said Board in the management of the Club.

#### SECTION 19.

##### BUILDING AND GROUNDS COM- MITTEE

A buildings & Grounds Committee composed of three members shall have charge of the Club premises.

#### SECTION 20.

##### COMMITTEE ON ADMISSIONS

A Committee on Admissions composed of five members holding term, regular or associate memberships, two of whom shall be ladies and none of whom shall be officers or directors, shall investigate and accept or reject all applications for membership by majority vote after posting the name of the applicant and his sponsors on the bulletin board of the Club for ten days unless such posting be dispensed with by unanimous vote, and shall not divulge the source of any protest to the admission of any applicant.

#### SECTION 21.

##### LADIES' ENTERTAINMENT COMMITTEE

A Ladies' Entertainment Committee composed of three ladies shall have charge of ladies' social affairs.

#### SECTION 22.

##### MEN'S ENTERTAINMENT COMMITTEE

A Men's Entertainment Committee composed of three men shall have charge of men's social affairs.

#### SECTION 23.

##### ATHLETIC COMMITTEE

An Athletic Committee composed of five members shall have charge of all athletic sports and events.

#### SECTION 24.

##### NOMINATING COMMITTEE

A Nominating Committee composed of three members entitled to vote appointed 30 days before each election of directors shall nominate persons for election to the Board of Directors and post such names on the bulletin board of the Club at least ten days prior to the annual meeting.

#### MEMBERSHIP.

#### SECTION 25.

##### CLASSES OF MEMBERS

Membership of the Club shall consist of honorary members, sustaining members, life members, term members, regular members, associate members, service members, island members, non-resident members, junior members, special members, temporary members and guest members.

##### HONORARY

Honorary members shall consist of not more than five persons noted for outstanding achievement in or service to the Club or the Territory of Hawaii.

##### SUSTAINING

Sustaining members shall consist of partnerships, associations and corporations.

##### LIFE

Life members shall consist of and are limited to the present holders of such memberships.



**REGULAR** Regular members shall consist of persons 18 years of age or over.

**TERM** Term members shall consist of persons 18 years of age or over whose membership shall terminate on or before October 30, 1953.

**ASSOCIATE** Associate members shall consist of wives of members, and persons at least 17 years of age whose monthly income does not exceed an amount to be fixed by the Board of Directors.

**ISLAND** Island members shall consist of residents of the Territory of Hawaii who do not maintain their principal place of business on the Island of Oahu or reside thereon more than six months of any calendar year.

**NON-RESIDENT** Non-resident members shall consist of non-residents of the Territory of Hawaii who do not reside on the Island of Oahu more than six months in any calendar year or maintain their principal place of business thereon.

**SERVICE** Service members shall consist of commissioned officers of the armed forces and officials of the United States of America temporarily stationed in the Territory of Hawaii and such of their relatives and families as the Committee on admissions or the Board of Directors deems it advisable to admit in accordance with these by-laws.

**JUNIOR** Junior members shall consist of minors between the ages of 10 and 17 years, inclusive.

**SPECIAL** Special members shall consist of persons at least 18 years of age engaged in newspaper, magazine, radio, hotel or general publicity work, and such other persons as the Committee on Admissions or Board of Directors shall deem it advisable to admit in accordance with these by-laws.

**TEMPORARY** Temporary members shall consist of persons eligible to non-resident membership.

**GUEST** Guest members shall consist of persons eligible to island or non-resident membership.

#### ADMISSION TO MEMBERSHIP

#### SECTION 26.

**GENERAL ADMISSION OF MEMBERS** Applications for all but honorary, temporary, special, and guest membership shall be made on printed form approved by the Committee on Admissions, shall be signed by the applicant and by two members of the Club in good standing as sponsors, neither of whom shall be a director, officer or member of said Committee, and presented to the Secretary who shall forward the same to said Committee which shall post the name of the applicant and his sponsors on the bulletin board of the Club for ten days unless such posting is dispensed with by unanimous vote. Any member during said ten days of posting may protest against the admission of the applicant to any member of the Committee on Admissions who shall not reveal the source of any protest. Applications shall be dealt with individually and shall be accepted or rejected by a majority vote of the Committee.

**NOTIFICATION OF ELECTION OR REJECTION** The Secretary shall notify an applicant of his election, or his proposer if he is not elected, and no applicant, failing of election, shall be eligible to re-apply for membership until the expiration of one year from the rejection of his application.

**HONORARY** Honorary members shall be admitted by invitation on the unanimous vote of the Board of Directors for one year terms renewable

by the said Board.

**SPECIAL**

Special members shall be admitted following written application on a majority vote of the Committee on Admissions or the Board of Directors for terms of one year or less renewable at the option of such Committee or Board.

**TEMPORARY**

Temporary members shall be admitted to membership by the General Manager or his assistant following written application.

**GUEST**

Guest members may be admitted to membership for one week by the issuance of a guest card by the General Manager on applications by members in good standing in other classes.

**RIGHTS, PRIVILEGES AND RESTRICTIONS.**

**SECTION 27.**

**ELIGIBILITY  
FOR ELEC-  
TION**

Only honorary, life, term and regular members shall be eligible for election as directors or officers, shall have the right to vote and the right to be represented at any meeting of the Club by written proxy filed with the Secretary of the Club or the Secretary of the meeting at which such right is desired - which proxy unless limited by its terms shall continue in effect until written notice of its revocation is filed with the Secretary of the Club or the Secretary of any meeting thereof.

**VOTING  
RIGHTS**

**PROXIES**

**SECTION 28.**

**CHILDREN**

Members' children under ten years of age may be regularly admitted to the Club premises but only when accompanied by an adult member.

**SECTION 29.**

**GUESTS AND  
LIMITATION  
ON RESIDENTS**

Any member in good standing may bring guests to the Club but shall not make a practice of having a resident of the Island of Oahu as his guest or have as his guest any person whose application for membership has been rejected or who has had his membership terminated or been expelled. Each guest shall be accompanied by his host, shall register on entering the Club premises, and shall not incur any indebtedness to the Club.

**SECTION 30.**

**CHANGE OF  
ADDRESS**

Each member shall immediately notify the Secretary of a change in address.

**SECTION 31.**

**MEMBERSHIP  
CARD**

Each member shall be furnished with a non-transferable membership card bearing his name and membership number and shall exhibit the same on the request of any authorized employee.

**SECTION 32.**

**INDEBTEDNESS**

Each member shall sign his name and his number when incurring any indebtedness to the Club and under no circumstances permit another to sign his name or number.

Any violation shall automatically suspend any guilty person.

**SECTION 33.**

**GUARANTORS FOR  
JUNIOR MEMBERS**

Each junior member shall secure some person satisfactory to the Finance Committee to guarantee the payment of all amounts for which he shall become liable to the Club.

SECTION 34.

LIABILITY FOR  
GUEST MEMBER'S  
INDEBTEDNESS

Each member securing the issuance of a guest membership shall be liable for all indebtedness of such person to the Club.

SECTION 35.

DAMAGE TO  
PROPERTY

Each member shall be liable for any damage which he, his guests, or any guest member admitted on his application may cause to Club property and the amount of the same shall be billed to him when ascertained.

SECTION 36.

ABSENCE AND  
ILLNESS

Each member who has been absent from the Island of Oahu or so ill as to be unable to attend the Club for a continuous period of six months may petition the Board of Directors for a remission of one-half his dues during such period.

SECTION 37.

CHANGE OF  
MEMBERSHIP

Any member who shall become ineligible to retain his membership shall and any member who may so desire may apply to the Committee on Admissions for transfer to a different class and may be so transferred on the approval of such Committee and on compliance with any rule with respect thereto.

SECTION 38.

TRANSFER OF  
MEMBERSHIPS

No membership shall be transferrable other than a term membership and then only by a holder in good standing or his estate to an applicant for such membership approved by the Committee on Admissions or to one elected thereto after the payment of \$2.50 per year or fraction thereof of the unexpired term or \$10. whichever is larger, to the Club as a transfer fee and provided that the membership shall have first been offered to the Club at the amount sought therefor, and provided further that no such membership shall be publicly advertised for sale.

SECTION 39.

TERMINATION BY  
RESIGNATION

Any member may terminate his membership only by presentation of a written resignation to the Secretary and by payment of all amounts for which he is liable to the Club.

SECTION 40.

REINSTATEMENT

Any person who has resigned from the Club may be reinstated without initiation fee to his former membership on the approval of the Committee on Admissions if he shall apply therefor within the six months of such resignation and pay dues during such lapse of membership.

SECTION 41.

TERMINATION  
BY BOARD OF  
DIRECTORS

Each member shall be subject to arbitrary termination by the Board of Directors on the return of any initiation fee paid less any amounts due the Club.

SECTION 42.

CONDUCT

No member shall indulge in boisterous or unseemly conduct of any kind while on the Club premises.

SECTION 43.

MINORS

No minor shall bring or be served any liquor on Club premises or be admitted to the Club bar.

#### SECTION 44.

##### TIPS

No tips shall be offered to any employee or accepted by the same.

#### SECTION 45.

##### INTERFERENCE WITH EMPLOYEES

No member shall reprimand, attempt to discipline, dispatch on errands off the Club premises, or interfere with the performance of the duty of any employee, but shall report any incivility or non-performance of duty and make all criticisms and suggestions to the General Manager.

#### SECTION 46.

##### PRIVACY OF MEMBERS

No petitions other than those mentioned in these by-laws shall be circulated, no subscriptions other than for an employee's Christmas fund and for non-sectarian charities or welfare approved by the Board of Directors shall be solicited on the Club premises, and no political or sectarian demonstrations shall be conducted and no member or guest shall be approached on business except with his permission on the Club premises.

#### SECTION 47.

##### RESPONSIBILITY FOR STORAGE

All private property left or stored on the Club premises shall be at the sole risk of the owner though rental be paid therefor.

#### SECTION 48.

##### RENTAL OF EQUIPMENT

No member or employee owning or having the use of any boat, canoe, surfboard or other equipment which is stored regularly or intermittently on Club premises shall use or permit the use of the same for hire unless permitted and in accordance with conditions imposed by the Board of Directors.

#### SECTION 49.

##### DISCIPLINE

Each member shall be subject to discipline by the Board of Directors by fine of not to exceed \$100. for each violation of any rule or by-law of the Club and for any such violation or for any other reason satisfactory to the Board of Directors, including among others, conduct off the Club's premises, by suspension of any or all of the rights and privileges of his membership in the Club, without reduction in dues, or by expulsion therefrom.

#### COST OF MEMBERSHIPS.

#### SECTION 50.

##### CONTROL BY BOARD OF DIRECTORS

The cost of term memberships and the initiation fees and dues, if any, of all other memberships shall be as fixed from time to time by the Board of Directors, provided that no raise in dues shall be effective until thirty days after notice thereof posted on the bulletin board of the Club and mailed to the members affected.

##### TAX

Any tax on any cost or expense of membership shall be borne by the holder thereof.

##### PAYMENT OF INDEBTEDNESS

Dues and other indebtedness shall be due and payable upon the first day of each month at the office of the Club, shall become delinquent if unpaid by the fifteenth of the same month, and if unpaid by the twenty-fifth shall be posted with the name of the member owing the same on the bulletin board of the Club and prevent the extension of credit to each such person.

##### PENALTY FOR DELINQUENCY

Any delinquent indebtedness at the end of each month shall

be increased by a penalty of 5% and shall cause an automatic suspension of all Club privileges of the member owing the same.

**CREDIT LIMIT**

Provided that limit of credit of any member and the collection of amounts due may be set by the Finance Committee.

**MEETINGS.**

**SECTION 51.**

**ANNUAL  
MEETING**

The annual meeting of the Club shall be held during the month of February of each year at such place, day and hour as the Board of Directors shall by resolution appoint.

**SECTION 52.**

**SPECIAL  
MEETINGS**

Special meetings of the Club shall be held on the written request of the President, any three directors, or 25 members entitled to vote at the time and place and for the objects specified in said request.

**SECTION 53.**

**NOTICE OF  
CLUB  
MEETINGS**

Written notice of the time and place of each meeting of the Club shall be mailed or delivered to the last known address of, or served personally on, each member entitled to vote at least ten days prior to the date of said meeting; provided that the object of any special meeting shall be set forth in the notice thereof and no other business shall be transacted.

**SECTION 54.**

**MEETINGS OF  
DIRECTORS  
AND NOTICE**

Regular meetings of the Board of Directors shall be held without notice at such time and place as the said Board may by resolution appoint.

**SECTION 55.**

**SPECIAL  
MEETINGS OF  
DIRECTORS**

Special meetings of the Board of Directors shall be held on call of the President or any three directors following notice to each director by telephone, by personal service of written notice or by message left at his regular place of business not less than one day before said meeting.

**SECTION 56.**

**QUORUM CLUB  
MEETINGS**

Twenty-five members entitled to vote present in person or by proxy shall constitute a quorum at any annual or special meeting of the Club, provided that less than a quorum may adjourn from time to time until a quorum shall be secured.

**SECTION 57.**

**QUORUM,  
DIRECTORS'  
MEETINGS**

A majority of the Board of Directors shall constitute a quorum at any meeting thereof.

**SECTION 58.**

**COMMITTEE  
MEETINGS**

Committee meetings shall be held on call of the chairman, any two members or the General Manager of the Club.

**MISCELLANEOUS**

**SECTION 59.**

**ANIMALS**

No animals shall be allowed on the Club premises at any time.

**SECTION 60**

**CHECKS AND  
OTHER INSTRUMENTS  
IN WRITING**

All checks shall be signed by the General Manager or such

other officers as the Board of Directors may direct.

SECTION 61.

WAIVER OF  
CLAIMS

An essential requirement to becoming a member, guest, employee or agent of the Club, or of securing entry to its premises is the waiver insofar as legally possible of all claims of every nature arising from injury or damage of any kind while on the Club premises or arising in any manner from the occupation of such relationship to the Club and the acceptance of any such relationship or the presence on Club premises shall be deemed such a waiver.

SECTION 62.

POSTING RULES  
AND  
REGULATIONS

All rules and regulations adopted by virtue of these by-laws shall be posted on the bulletin board of the Club or other conspicuous place on the Club premises.

SECTION 63.

AMENDMENT  
AND  
EXCEPTION

With the exception of the provisions with respect to the composition and powers of the Finance Committee, these By-Laws may be amended by a majority of the members present at any annual meeting or special meeting called for that purpose in the absence of a statute of the Territory of Hawaii to the contrary.