

KEAUHOU-KONA YACHT CLUB

BY-LAWS

Revised November 18, 2022

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KEAUHOU-KONA YACHT CLUB BY-LAWS

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ARTICLE I – NAME

This organization shall be known as the Keauhou-Kona Yacht Club, hereinafter referred to as “KKYC” or the “Club”.

ARTICLE II – ORGANIZATION

The Keauhou-Kona Yacht Club is a non-profit, non-stock organization incorporated under the applicable Section 501 (c) (7) of the Internal Revenue Code. The Keauhou-Kona Yacht Club does not discriminate on the basis of race, color, gender, sexual orientation, age, religion, disability, veteran's status or national origin in its membership criteria or its employment practices. The Keauhou-Kona Yacht Club shall have no association or affiliation with any outside entity.

ARTICLE III – PURPOSE

The purpose of the Keauhou-Kona Yacht Club is to create a gathering place for the interaction of its members through social events, educational programs and other activities related to boating.

ARTICLE IV – BOARD OF DIRECTORS

A. COMPOSITION:

1. The Board of Directors, hereafter referred to as the “Board”, shall consist of five (5) elected Officers and eight (8) elected Directors.
2. The immediate past Commodore shall serve as a non-voting ex-officio member of the Board.

B. OFFICERS:

1. LIST OF OFFICERS:

The Officers of the Keauhou-Kona Yacht Club shall consist of the Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.

2. TERM OF OFFICE:

The term of office for all Officers shall be one (1) calendar year.

3. OFFICER POWERS AND DUTIES:

a. COMMODORE:

1. Presides over all meetings of the Board of Directors and the Club membership and enforces the rules and By-Laws of the Club.
2. Votes only to break a tie vote of the Board.
3. Accepts the resignation of Board members.
4. Signs all required documents.
5. Appoints Standing Committee Chairs with approval of the Board of Directors.
6. Submits a monthly report of Club activities for publication in *The Porpoise*.
7. Serves as an ex-officio member of all committees.
8. Performs all duties necessary to ensure the general welfare of the Club.

b. VICE COMMODORE:

1. Serves in the absence of the Commodore and assists the Commodore in the preparation and performance of the duties as stated in Article IV (B) (3) (a).
2. Exercises the powers of the Commodore in the event of his / her absence or disability.
3. Performs any other duties as may be assigned by the Commodore.
4. Ensures that the Club's rental terms are met and meets regularly with Landlord to keep communication lines open and resolve any issues that might arise.
5. Regularly inspects premises to ensure that they are safe and appropriate to the needs of the Club and its members.
6. Acts as the point of contact for rental of the facility by Club members or referrals by Club members to insure that agreed rentals discounts and referral fees are secured.

c. REAR COMMODORE:

1. Serves in the absence of the Vice Commodore.
2. Oversees Membership and Social Committees.
3. Performs any other duties as may be assigned by the Commodore.

d. SECRETARY:

1. Keeps minutes and records of attendance at all Board meetings, Annual General Membership Meetings and any special meetings.
2. Keeps all correspondence, reports on correspondence received, and answers all correspondence as necessary.
3. Prepares agendas for Board meetings, Annual General Membership Meetings, special meetings and issues meeting notices as directed by the Commodore.
4. Maintains an electronic copy of available past and all current Club records, with the exception of the Treasurer's documents, which are maintained by the Treasurer (Article IV (B) (e) (1) (f)).

e. TREASURER:

1. General Duties:
 - a. Deposits all monies belonging to the Club.
 - b. Disburses Club funds and writes all checks against routine and Board approved expenses, including employee payroll and the oversight of employee hours.
 - c. Forwards to the appropriate officer or committee a list of members who have paid their annual dues and a list of those who have tendered their resignation.
 - d. Serves as Chair of the Finance Committee.
 - e. Serves as an ex-officio member of all committees insofar as it relates to fiscal effects.
 - f. Maintains all financial records in either printed or electronic format.
 - g. Keeps a current record of all Club income and expenses.
2. Monthly Duties:
 - a. Prepares all taxes and other forms required by County, State or Federal agencies.
 - b. Reports the financial standing of the Club at all Board and Membership meetings.
 - c. Reconciles all bank and credit card statements.
 - d. Creates bank reconciliation documents and maintains them for inspection at any time.
 - e. Uses purchase receipts signed by the Chair of the Kitchen Committee to reconcile the credit card statements.
3. Annual Duties:
 - a. February: Presents to the Board a detailed annual financial report of the previous year and budget for the current year.
 - b. May: Files IRS form 990 or 990-EV to maintain the non-profit status of the Club.
 - c. August: Presents to the Board a detailed semi-annual financial report.
 - d. October: Reports the findings of the Finance Committee to the Board and makes a recommendation for the coming year's annual dues.
 - e. Year End: Prepares a detailed Annual Financial Report.

C. DIRECTORS:

1. TERMS OF OFFICE:

- a. The eight (8) elected Directors shall each serve a term of two (2) calendar years with four (4) Directors standing for election each year.
- b. The term "One-Year Director" refers only to the second year of a two-year term. There is no one-year director position.

D. POWERS AND DUTIES:

1. The Board is responsible for the entire management and control of the activities, finances, and property of the Club in accordance with these By-Laws and the Charter of Incorporation.
2. The Board shall approve all Standing and Special Committee Chairs.
3. The Board may, at their discretion, select a Member of the Year.
 - a. Any member of the Club shall be eligible and recognition shall be based on individual contributions made throughout the year for the betterment of the Club.
 - b. Nominations shall be made by the Board in November and shall be voted upon by the Board by secret ballot in December.
 - c. The Member of the Year shall be announced and presented with a Member of the Year name badge at the Annual Change of Watch meeting and shall be recognized in the Directory.

E. VACANCIES:

1. When the Commodore vacates his / her position for any reason, the Vice Commodore shall serve as Commodore and the Rear Commodore shall serve as Vice Commodore until the next General Election.
2. When the Vice Commodore vacates his / her position for any reason, the Rear Commodore shall serve as Vice Commodore until the next General Election.
3. When the Rear Commodore, Secretary, Treasurer or a Director vacates his / her position for any reason, the Board of Directors shall select a replacement at the next regular Board meeting to serve until the next General Election.
4. Any Officer or Director who chooses to run for another Board position and is not elected may not return to his / her former position on the Board. The vacancy thus created shall be filled by the normal election process.

F. MEETINGS:

1. The Board shall hold regular meetings on no less than a quarterly basis, and such other meetings as may be required at the call of the Commodore or by a minimum of four (4) members of the Board.
2. The Board shall be empowered to act when a quorum of seven (7) is present, providing appropriate notice has been given to all Board members. The Commodore shall be included for the purpose of establishing a quorum.
3. Board members are expected to attend all regular Board meetings and any member who misses more than two (2) meetings in a calendar year without due cause may be removed from the Board. A Board member or Officer may not appoint another member to vote as his / her proxy. Attendance at all Board meetings will be recorded.

G. SPECIAL COMMITTEES:

1. The Board will establish such Special Committees as are necessary for the efficient management and control of the Club.
2. Special Committees may be established by the Board to accomplish a specific purpose. The Chair, appointed by the Board, and the committee he / she has chosen, will be disbanded when the purpose for which the committee was established has been accomplished.

H. CONDUCT OF BUSINESS:

The order of business shall be established by the Board. The most current edition of Robert's Rules of Order shall apply to all meetings unless a motion is passed at the commencement of a meeting to conduct such a meeting in an informal manner.

I. COMPENSATION:

All Officer and Director positions are volunteer and there shall be no compensation, financial or otherwise.

J. INDEMNIFICATION AND NON-LIABILITY OF OFFICERS AND DIRECTORS:

1. In the absence of willful misfeasance, bad faith, or gross negligence on the part of any Officer or Director, or reckless disregard of his / her prescribed obligations and duties, he / she shall not be subject to any liability to the Club or to any person, firm, or organization for any act or omission in the course of, or connected with, the rendering of services as prescribed in these By-Laws.
2. If a claim or action is brought against any Officer or Director for any omission or act in the course of, or in connection with, the rendering of services as required by his / her office, then the Club shall indemnify and hold harmless said Officer or Director for such claim or action and will defend him / her in the claim or action.

K. REMOVAL OF OFFICERS / DIRECTORS:

1. An Officer or Director of the Club may be subject to censure or removal from office for violating the By-laws of the organization, misconduct, or neglect of duty in office.
2. No such action will be taken against any Officer or Director until she / he has been advised in writing of specific charges and given a reasonable time to prepare a written response.
3. Upon receipt of the response or within thirty (30) days if no response has been forthcoming, a full Board of Director's hearing shall be scheduled and said Officer or Director shall be afforded an opportunity to present an explanation and answer questions.
4. The Board will determine the outcome with a 2/3 vote of the entire Board being required to censure or remove from office. The decision of the BOD shall be communicated in writing to said Officer or Director.
5. The vacated position will be filled according to Article IV (E).

ARTICLE V – STANDING COMMITTEES

A. LIST OF STANDING COMMITTEES:

1. Communications
2. Finance
3. Kitchen & Food Service, if and when needed
4. Membership
5. Ship's Store
6. Social and Marine Activities

B. SELECTION OF STANDING COMMITTEES:

1. Committee Chairs are appointed by the Commodore and approved by the Board of Directors.
2. Other committee members may be appointed by the Chair as the need arises and may be selected from the Board or from the general membership.

C. POWERS AND DUTIES:

Each Committee Chair shall act as a liaison with the Board in maintaining clear lines of communication and resolving problems. Issues that cannot be resolved in Committee shall be referred to the Board for action.

1. COMMUNICATIONS:

- a. Oversees the publication and distribution to the membership of *The Porpoise*, the monthly menu and the Membership Directory.
- b. Conveys to the membership special notices as the need arises.
- c. Oversees the maintenance of the Club website.
- d. Electronic communication shall be considered as adequate distribution to the membership.

2. FINANCE:

- a. Oversees the financial operations of the Club. The Treasurer serves as Chair of the Finance Committee.
- b. Meets prior to the October Board meeting to analyze the income and expenses for the current year and recommends any changes to the annual membership dues for the upcoming year. The Committee's recommendation is to be presented to the Board by the Treasurer at the October Board meeting.

- c. The annual dues amount for the upcoming year shall be published in the November and December issues of *The Porpoise* (Article IX (C) (2)).

3. KITCHEN & FOOD SERVICE (if and when needed):

- a. Submits to the Board for approval all applications of those prospective kitchen employees who will be retained on an on-going basis.
- b. Supervises all kitchen employees and oversees expenditures.
- c. Coordinates the monthly menu with the Chef and submits the menu to the Communications Committee for distribution to the membership.
- d. Oversees the purchase of kitchen and dining supplies.
- e. Supervises and provides to the Board an annual inventory of kitchen equipment and supplies.
- f. Presents proposed expenditures that exceed budgeted amounts for Board approval.
- g. Provides Treasurer with all purchase receipts signed by the Chair of the Kitchen Committee.

4. MEMBERSHIP:

- a. Receives incoming membership applications and collects appropriate annual dues and initiation fees. All membership monies collected shall be delivered to the Treasurer.
- b. Presents prospective members for their first reading at the next Board meeting. Applicants' names shall be published in the next issue of *The Porpoise*.
- c. Reviews applications and any comments presented by Club members after the first reading and recommends approval or disapproval of the applicant at the second reading before the Board. Membership approval by the Board is a two-month process.
- d. Notifies candidates for membership of their acceptance or rejection (Article VI (A) (3)) and publishes the names of accepted new members in the next issue of *The Porpoise*.
- e. Keeps records of unpaid initiation fees and generates annual invoices until paid in full (Article VI (C) (2)).
- f. Maintains an accurate roster of current members and records all membership numbers. A copy shall be provided to the Secretary for maintenance in the permanent Club records.
- g. Maintains an accurate Membership Directory, which shall be published annually on or before April 1. Each member shall be entitled to receive one copy of the Directory.
- h. Orders name badges and membership cards for new members upon their final membership approval by the Board.
- i. Orders membership cards upon advice from the Treasurer that annual membership dues have been paid in full.
- j. Orders name badges for the incoming Officers and Directors prior to the installation of the new Board.

5. SHIP'S STORE:

- a. Maintains inventory, establishes prices and makes merchandise available to the membership for purchase.
- b. Presents proposed expenditures that exceed budgeted amounts for Board approval.
- c. Provides the Treasurer with a full accounting of all goods purchased and monies received.

6. SOCIAL ACTIVITIES:

- a. Coordinates all social events of the Club and arranges for entertainment as appropriate.
- b. Submits to the Board a calendar of events at the beginning of the year for approval. Once approved, the social calendar shall be published in the monthly issue of *The Porpoise*.
- c. Presents proposed expenditures that exceed budgeted amounts for Board approval.

7. MARINE ACTIVITIES:

- a. Organizes and oversees fishing tournaments and presents related trophies and awards.
- b. Apprises the members of applicable Fishing Tournament Rules and Regulations.
- c. Presents proposed expenditures for Board approval.

D. METHOD OF COMMUNICATION

Electronic communication from the Club committees to the membership shall be considered as adequate distribution of committee information.

ARTICLE VI – MEMBERSHIP

A. APPLICATIONS FOR MEMBERSHIP:

1. All applications shall be made on a printed application form approved by the Board and signed by the applicant and one (1) sponsor who is a member of the Club.
2. All applications will be dealt with individually by the Membership Committee. See Article V, Section 4 for procedures.
3. The Board shall review all applications and vote on membership acceptance. The applicant will be accepted unless two (2) or more negative votes are cast. The Membership Chair shall notify an applicant of his / her acceptance or rejection for membership.
4. An applicant who is rejected shall not be eligible to reapply for membership for a period of one (1) year from the date of written notice of rejection.

B. MEMBERSHIP RIGHTS:

1. Each person shall constitute a single membership. A member's dependent children up to age 21 will be included in that membership but shall have neither voting rights nor proprietary interest.
2. Full or part-time residence on the Island of Hawaii is required for admission; continuance of membership will not be denied to members whose residence on the Island of Hawaii is subsequently discontinued.
3. Each member is entitled to one (1) vote.

C. MEMBERSHIP TYPES:

1. **Regular Member:** A Regular Member is defined as one whose Initiation Fee is paid in full.
2. **Honorary Member:**
 - a. Honorary Membership is a special non-paying membership designation. Any member may nominate for Honorary Membership any person (non-member) whose outstanding achievements or services have been such as to justify this honor.
 - b. Nominations detailing the reasons for Honorary Membership will be acted upon in the same manner as other membership applications except that a unanimous vote of the Board will be required for acceptance.
 - c. The term of an Honorary Membership carries NO voting privilege and shall be for a one-year period.
 - d. A person may be honored as an Honorary Member more than once; justification and Board approval are required for each individual year.

D. INITIATION FEES:

Initiation fees must be paid in full at time of application. In the event that dues and or initiation fees are increased substantially in the future the Board may, in its discretion, allow payment of initiation fees in agreed upon installments over the first year of membership.

E. REINSTATEMENT POLICY:

1. Any member who has resigned or been terminated for non-payment of annual membership (February 1 through January 31) dues may be reinstated upon payment in full of all outstanding balances due and the entire current year annual membership dues, plus a reinstatement fee of:
 - a. One-quarter of the Initiation Fee if applying for reinstatement within one year from the date of resignation or termination.
 - b. One-half of the Initiation Fee if applying for reinstatement within two years from the date of resignation or termination.
 - c. Three-quarters of the Initiation Fee if applying for reinstatement within three years from the date of resignation or termination.
 - d. After three years from the date of resignation or termination, any member seeking reinstatement must make application for membership as a new member.
2. All reinstatement fees collected shall be deposited in the Capital Account.
3. Upon reinstatement, the membership year shall be recorded as the date he / she first joined the Club.

F. MEMBERSHIP LIMIT:

1. When necessary, the Board shall establish a membership limit, which shall be administered by the Membership Committee.
2. When the maximum membership limit has been reached, a waiting list for membership shall be administered in a manner prescribed by the Board.

ARTICLE VII - MEETINGS

A. ANNUAL GENERAL MEMBERSHIP MEETING:

1. As circumstances may permit, shall be held during the month of November for the purpose of conducting Club business and to elect Officers and Directors for the coming year. The Commodore, or his / her designee, shall present an agenda for the meeting's business.
2. The Minutes of the previous Annual General Membership Meeting will be read and reports by the various Officers and Committee Chairs will be presented.
3. Election of Officers and Directors shall be held in accordance with Article VIII.
4. A quorum shall be ten percent (10%) of the current membership.

B. SPECIAL GENERAL MEMBERSHIP MEETINGS:

1. May be called by a majority of the Board of Directors or the Commodore as deemed necessary, with not less than thirty (30) days written notice given to all Club members.
2. Such notice shall specify the purpose, date, time and place of the meeting.
3. Minutes shall be taken by the Secretary and read at the next Annual General Membership Meeting.
4. A quorum shall be ten percent (10%) of the current membership.

C. BOARD OF DIRECTORS MEETINGS:

1. The Board shall hold regular meetings no less than quarterly, in accordance with Article IV, Section F.
2. The Board may choose to meet and / or communicate through the use of electronic communications technology (email, fax, conference call, etc.) as it deems appropriate.

ARTICLE VIII – ELECTION OF OFFICERS AND DIRECTORS

A. SCHEDULE OF ELECTIONS:

The election of Officers and Directors shall be held at the November Annual General Membership Meeting.

B. QUALIFICATION REQUIREMENTS:

1. Nominees for Commodore, Vice Commodore and Rear Commodore shall have previously served a full year as an Officer or Director on the Board prior to the date he / she would take office.
2. Unless the Officer declines, the Rear Commodore shall be placed in nomination for Vice Commodore and the Vice Commodore shall be placed in nomination for Commodore.
3. Any member nominated shall agree to fulfill the duties of the position for which he / she is nominated.

C. NOMINATING PROCEDURES:

1. August issue of *The Porpoise*:
Solicit the membership for volunteers for the Nominating Committee.
2. By August, or three months in advance of the General Membership Meeting:
 - a. The Board will select a Nominating Committee of three (3) members, who shall obtain a list of members who are qualified and willing to serve on the Board in the upcoming year.
 - b. The term of the Nominating Committee shall begin upon appointment and end when nominations are closed at the October Board meeting.
3. Two months prior to the General Membership Meeting:
 - a. Publish the names and contact information of the Nominating Committee members.
 - b. Ask any member interested in serving on the Board in the upcoming year to contact the Nominating Committee.
4. September Board meeting:
Report the current status of the Nominating Committee.
5. One month prior to the General Membership Meeting:

- a. Publish the current list of nominees and the names and contact information of the Nominating Committee.
- b. Members shall have the opportunity to submit additional nominations in writing or by email to the Nominating Committee prior to the October Board meeting. A final date for acceptance of nominations shall be specified. If the additional nominees meet the qualification for office, their names shall be added to the list, which shall be organized in alphabetical order.

6. October Board meeting:

Nominations shall be closed and a final list of nominees prepared.

D. VOTING PROCEDURES:

1. September issue of *The Porpoise*:

Solicit the membership for volunteers for the Elections Committee.

2. September Board Meeting:

- a. The Board will select an Elections Committee of three (3) members, who shall not be candidates for office or members of the Nominating Committee.
- b. The term of the Elections Committee shall begin when nominations are closed at the October Board meeting and end when the election results have been announced at the Annual General Membership Meeting.
- c. The Board shall select a neutral panel in the event a recount is required (Article VIII (D) (6) (f)).

3. October issue of *The Porpoise*:

Publish the names and contact information of the Election Committee.

4. November issue of *The Porpoise*:

Publish the revised list of nominees including brief biographical information on each nominee.

5. Written Ballot:

- a. In the event there are two or more persons running for the same Officer position or there are more persons running for Director than there are open positions, a ballot shall be prepared by the Elections Committee.
- b. The Elections Committee shall prepare written ballots listing the candidates for contested positions. Those ballots will contain instructions on returning the completed ballots to the Elections Committee by mail, email, or in person at the General Membership Meeting. Ballots will be distributed a reasonable period prior to the General Membership Meeting via e-mail. For members without e-mail the ballots will be distributed via regular mail. Only members in good standing are allowed to vote.
- c. Without exception, all ballots must be returned to the Elections Committee prior to the call to order of the November General Membership Meeting in order for their vote to be counted.
- d. Voting by proxy is not allowed.

6. Balloting Process:

- a. Voting for Officers and / or Directors shall be at the November Annual General Membership Meeting by those members in good standing.
- b. A vote by acclamation may be cast for any uncontested position as proposed by the Nominating Committee and announced by the Elections Committee.
- c. In the event of more candidates than open positions for Director, Two-Year Director positions will be filled first with those nominees receiving the highest number of votes. Any Director positions vacated prior to the completion of the two-year term will then be filled by nominees receiving the next highest number of votes.
- d. Ballots will be counted by two or more members of the Elections Committee or by designees named by the Elections Committee Chair and the Commodore.
- e. A plurality is required to elect.
- f. In the event that the difference in votes received for any one position is less than five percent (5%) of the total votes cast, a re-count shall be conducted by a neutral panel (Article VIII (D) (2) (c)).

7. Vote Results:

- a. The winning election results shall be announced at the Annual General Membership Meeting by the Chair of the Elections Committee or his / her designee and shall be published in the December issue of *The Porpoise*.
- b. The Elections Committee may only share the winning election results. All other information, including the vote tally of any specific candidate, shall be kept private and confidential and disposed of properly.

ARTICLE IX – INITIATION FEES AND DUES

A. INITIATION FEES AND FIRST YEAR DUES:

1. Subject to Article VI C 2, the appropriate initiation fee and first year dues must accompany an application for membership. For new member applications received after January 31, the first year dues will be prorated on a monthly basis for the balance of the calendar year. An annual dues proration schedule shall be attached to the Membership Application.

B. INITIATION FEES AND ANNUAL DUES:

1. Membership initiation fees, annual dues and discounts / penalties shall be fixed from time to time by the Board.
2. The membership must be notified in writing at least thirty (30) days before the amount of annual dues becomes effective. Email shall be considered as adequate distribution to the membership.

C. PAYMENT OF DUES:

1. Annual dues of continuing members are due by January 31.
2. Notice of dues will appear in the November and December issues of *The Porpoise*. A written “Statement of Dues” announcing the amount of the dues and the conditions of payment will be mailed to each member no later than December 1. If payment has not been received by December 31, a second notice shall be mailed or emailed no later than January 2.
3. Payment of Annual Dues shall be as follows:
 - a. In all cases, payment is deemed to be received if delivered to the Treasurer or his / her designee or if mailed, postmarked on or before the last day of the month payment is made.
 - b. **December:** A discount shall be granted if payment is made by December 31.
 - c. **January:** Full amount is due if payment is made during January.
 - d. **February:** A late penalty shall be charged on any payment made during February and any member making payment during February shall pay meals at guest prices until dues payment is received by the Treasurer (Article XIII, Section E).
 - e. **March:** On March 1, membership shall be terminated for any member who remains unpaid and the Reinstatement Policy shall apply (Article VI, Section D).
 - f. The discount and penalty amounts shall be a minimum of five percent (5%), the exact amount to be determined by the Board when establishing the annual dues for the next year.

D. USE OF MONIES RECEIVED FROM INITIATION FEES:

1. All monies received from initiation fees shall be deposited in a Capital Account.
2. This fund shall be used solely for making capital purchases or major repairs and improvements to the Club or its facilities. Any expenditure from the Capital Account requires prior Board approval.

ARTICLE X – MEMBERSHIP CARDS

By February 1, all members in good standing will be issued an annual membership card, upon which will appear his / her Membership Number, expiration date, and year of initial membership. Membership cards shall be valid from February 1 to January 31 of the following year.

ARTICLE XI – DISCIPLINE, RESIGNATION AND TERMINATION

A. DISCIPLINE:

1. A member may be censured, suspended or expelled when conduct of said member endangers the welfare of the Club or its members.

2. A written complaint to the Board by one or more members shall cause the Board to investigate and determine whether censure, suspension or expulsion of the member is necessary.
3. If the Board decides disciplinary action is called for, the member will be notified in writing of the proposed action by the Board.
 - a. Such member shall have fifteen (15) days from the date of the notification letter to protest the action.
 - b. The member must make his / her protest in writing.
4. The Board will schedule a review of the case, including the written protest, and take final action on the complaint. The member has the right to appear before the Board at the time the protest is addressed by the Board. Once the Board has reached a decision, the member must be notified in writing within fifteen (15) days of the Board's decision.
5. Censure, suspension or expulsion requires a two-thirds (2/3) vote of the entire Board. The Board's decision is final and not subject to appeal.
6. A member who has been expelled from the Club shall not be eligible to attend as a guest or reapply for membership for a period of four (4) years from the date of expulsion.

B. RESIGNATION:

1. Any member may resign at any time by giving written notice to the Board.
2. Any person who resigns or terminates his / her membership and has Club monetary obligations outstanding may not attend as a guest until said obligations are satisfied.

C. NON-PAYMENT OF DUES:

Non-payment of dues as defined in Article IX, Section C, shall result in termination of membership.

D. PROPRIETARY INTEREST:

Upon termination of membership for any reason, the Initiation Fee and any unused portion of the Annual Dues will not be returned.

ARTICLE XII – INSURANCE

Liability and other appropriate insurance shall be maintained at all times (Article IV (J) (2)).

ARTICLE XIII – GUESTS AND RESTRICTIONS

- A. All guests shall be accompanied by their host, who shall be responsible for the payment of all monies due the Club and for the conduct of their guests. All guests shall be required to register upon entering the Club premises. At the discretion of the Kitchen committee, the number of guests may be limited for specific events.
- B. A non-member may attend Club functions as a guest no more than four (4) times in a calendar year without the prior approval of the Commodore or Vice Commodore.
- C. Non-members who have filed an application for membership and have paid the initiation fee and membership dues will be allowed to attend any and all Club functions as a member.
- D. Active members of yacht clubs with which the Club enjoys reciprocal privileges will be extended guest privileges upon presentation of a valid club card.
- E. Any member who has not paid their annual dues by February 1 shall pay meals at guest prices (Article IX (C) (3) (d)). If such dues are not paid in full by March 1, such member is considered a non-member and may attend only as a guest of a Club member under Article XIII.
- F. Household pets, excepting service animals such as those assisting the sight or hearing-impaired, are not allowed on the Club premises at any time.

ARTICLE XIV – CORPORATE SEAL

The corporate seal shall be an outrigger canoe with a “Crab Claw” sail encircled with the words “Keauhou-Kona” and “Yacht Club” separated by two dolphins. The Treasurer shall retain custody of the Corporate Seal.

ARTICLE XV – PENNANT

The Club pennant or burgee shall be a dark blue outrigger canoe with a “Crab Claw” sail with the words “Keauhou-Kona” and “Yacht Club” separated by two dolphins.

ARTICLE XVI – NEWSLETTER

THE PORPOISE is the official communication between the Board and the membership. *THE PORPOISE* is e-mailed to the membership periodically and, in most instances *THE PORPOISE* will be the primary notification to members of actions taken by the Board.

ARTICLE XVII – REVISIONS AND AMENDMENTS

- A. The By-Laws shall be reviewed at least every five (5) years.
1. A By-Laws Committee shall be assembled from the Board and the membership for the purpose of reviewing the current By-Laws. The membership shall be notified in *The Porpoise* of the opportunity to serve on the By-Laws Committee. The Committee Chair shall select the committee members from among the list of volunteers.
 2. The term of the By-Laws Committee shall begin with the review of the current By-Laws and shall end with the vote count for the approval of the amended By-Laws. In the event there are no changes to the By-Laws, the Committee shall be disbanded upon its final review of the current By-Laws. The membership shall be notified in the next issue of *The Porpoise* that no changes were made to the current By-Laws.
- B. The By-Laws may be amended by an affirmative vote of at least two-thirds (2/3) of the members casting ballots at any Annual General Membership Meeting or Special General Membership Meeting.
- C. A copy of the proposed amended By-Laws, along with a ballot, will be posted on the KKYC website and sent to each member no later than thirty (30) days prior to the Annual General Membership Meeting or Special General Membership Meeting at the address to which his / her *Porpoise* is being delivered. Prior notice regarding the date, time and place for voting, must be given to all members.
1. Without exception, those members unable to attend the Annual General Membership Meeting or Special General Membership Meeting must return their ballot to the By-Laws Committee prior to the call to order of the Annual General Membership Meeting or Special General Membership Meeting in order for their vote to be counted.
 2. Ballots not received by the By-Laws Committee prior to the call to order of the Annual General Membership Meeting or Special General Membership Meeting shall be null and void.
 3. Ballots will be opened and counted at the Annual General Membership Meeting or Special General Membership Meeting by two or more members of the By-Laws Committee or their designees. At that time, results will be announced by the By-Laws Committee Chair or his / her designee and published in the next issue of *The Porpoise*.

ARTICLE XVIII – DISSOLUTION

Upon dissolution of the Keauhou-Kona Yacht Club, the incumbent Board of Directors will assume trusteeship for all assets, monetary and physical; and will distribute all such assets to all Regular members in good standing as allowed by the most current IRS rules and regulations.

ARTICLE XIX – KONA OCEAN CENTER

Pursuant to Board approval, the Keauhou Kona Yacht Club has formed an organization under Internal Revenue Code Section 501(c)(3) named Kona Ocean Center. Keauhou Kona Yacht Club is the sole member of the Kona Ocean Center. Kona Ocean Center's purpose is to fund, design, and permit the construction of an ocean-centric community center. The facility will be open to public events and other civic groups but will also serve as the permanent home of Keauhou Kona Yacht Club, on rental terms to be arranged with Board approval. The Board shall periodically report to the membership on the progress of the Kona Ocean Center.