

Hui Heihei Wa'a Outrigger Canoe Association By Laws

ARTICLE I NAME AND STATUS

Section 1. NAME

The name of this organization shall be HUI HEIHEI WA'A OUTRIGGER CANOE ASSOCIATION. (Referred to in these Bylaws as —HUI HEIHEI WA'A.) HUI HEIHEI WA'A may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 2. LOCATION

The place in this state where the principal office of the Corporation is to be located is the City of Silverdale, Kitsap County. The specific address of its initial office shall be c/o President, **HUI HEIHEI WA'A OUTRIGGER CANOE ASSOCIATION**, P.O. Box 2852, Silverdale, WA 98383. The CORPORATION may maintain its principal offices in such other place or places within the State of Washington as designated by the Board of Directors.

Section 3. TERMS OF EXISTENCE

Perpetual

Section 4. TAX EXEMPT, NON-PROFIT STATUS

HUI HEIHEI WA'A shall be a nonprofit corporation incorporated and licensed pursuant to the laws of the State of Washington. HUI HEIHEI WA'A shall be operated for charitable and educational purposes, and shall foster national and international amateur sports competition in the sport of outrigger canoeing. HUI HEIHEI WA'A shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c) (3) of the Internal Revenue Code.

ARTICLE II PURPOSE AND OBJECTIVES

Section 1. PURPOSE

HUI HEIHEI WA'A, **As a tax exempt non-profit organization**, shall be organized for the following purposes:

1. To encourage, maintain and perpetuate Hawaiian culture through the promotion of outrigger canoe racing.
2. To teach, train and expose children, women and men in the art, craft and history of Hawaiian canoeing.
3. To provide educational opportunities for interaction and cultural exchange between Pacific Islanders and all peoples.

Section 2. MISSION STATEMENT

1. To provide our local community with an educational and cultural experience through the world of outrigger canoe paddling. Encourage a safe, supportive, and inviting environment for people of all ages to learn Hawaiian outrigger paddling and team "ohana".

Section 3. OBJECTIVES

1. To participate in and promote Hawaiian outrigger canoe racing in the Pacific Northwest, Canada and international events.
2. To promote through leadership activities that cultivate the development and maintenance of healthy minds, bodies, spirits and culture among all people.

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3. To engage in community activities and to educate the community about Hawaiian culture and outrigger canoe racing through participation in local celebrations, holding learn-to-paddle sessions for all ages while embracing whole family participation, environmental stewardship and promotion of water safety and preparedness throughout the year.

ARTICLE III **MEMBERSHIP**

SECTION 1. MEMBERSHIP

Any person(s) desiring to become a member of HUI HEIHEI WA'A shall pay annual dues and must have up to date insurance.

SECTION 2. ANNUAL CLUB DUES

The non-refundable annual club dues for single and family memberships shall be set by the Board of Directors. A family membership shall consist of head of family and three family members.

SECTION 3. INACTIVE MEMBERSHIP

A member failing to make payment of the annual club dues and/or insurance shall become inactive; he or she will be barred from further participation in HUI HEIHEI WA'A races and activities. All dues and debts shall be paid before active reinstatement.

ARTICLE IV **CLUB MEMBERS**

SECTION 1. VOTING

Each club member 18 years and older shall be entitled to one (1) vote.

SECTION 2. QUORUM

A simple majority of active club members in attendance and in good standing shall constitute a quorum for regular and special meetings.

SECTION 3. REGULAR MEETINGS

- A. Regular membership meetings shall be held at least two (2) times per calendar year on dates, times and locations established by a majority vote of the Board of Directors.
- B. Board of Directors meetings shall be called on a regular basis and shall be open to all club members at the discretion of the Board of Directors.

SECTION 4. SPECIAL MEETINGS

Special meetings may be called at the discretion of the President or a quorum of board members.

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SECTION 5. NOTICE OF MEETINGS

Notice of regular and special meetings, giving the date, time, location, and purpose thereof, shall be provided at least (7) days prior to said meeting. The secretary of HUI HEIHEI WA'A shall be responsible for notifying club members of any meetings.

SECTION 6. ANNUAL MEETING

The President shall call the Annual Election Meeting in November/December, which shall be known as the "Annual Election Meeting", and shall be for the purpose of receiving reports of committees, officers, electing officers when their terms are expiring, and for any other business that may arise.

SECTION 7. CONDUCT OF MEETINGS

The President shall conduct all regular and special meetings according to Robert's Rule of Order.

ARTICLE V **BOARD OF DIRECTORS**

SECTION 1. BOARD OF DIRECTORS

There shall be a Board of Directors composed of one President, Vice President, Secretary, Treasurer, and the original Founding Fathers.

SECTION 2. POWERS AND RESPONSIBILITIES

The Board of Directors shall have the responsibility of the general supervision of the affairs of the organization in all areas and shall have the power to:

- A. Perform any other acts pertinent to their responsibility as provided for in these By-Laws.
- B. Secure and maintain adequate insurance to protect the organization and its officers.

SECTION 3. SUBORDINATE OFFICERS AND AGENTS

The Board of Directors may appoint subordinate officers, and agents as may be deemed proper, and such officers and agents shall have such powers and duties as assigned to them by the Board of Directors.

SECTION 4. ELECTION AND TERM OF OFFICE

- A. Term – The officers of the Board of Directors shall serve a term of two (2) years. Each term will commence January 1 and end December 31 of the following year.
- B. Subsequent Election – All officers of the Board of Directors, excluding the Founding Fathers shall be nominated, elected and approved in the following manner:
 - 1. Nomination of officers is open to all club members in good standing.
 - 2. The nominating committee shall poll all nominees for each office for acceptance of nomination.
 - 3. All club members in good standing shall be entitled to participate in the election of officers.
 - 4. The President and Secretary shall be elected for a term commencing in odd numbered years. The Vice-President and Treasurer shall be elected for a term commencing in even numbered years.

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SECTION 5. VACANCIES AND REMOVALS

- A. In the case of a vacancy in the office of President, the Vice-President shall fill the vacancy for the unexpired term. In the case of a vacancy in any other position on the Board of Directors, excluding the Founding Fathers, the President shall select a successor for the unexpired term of the vacant position.
- B. Any member of the Board of Directors may be expelled for cause by a majority vote of all club members in good standing. Prior to such expulsion, proper notice as set forth in Article IV, Section 5 of these By-Laws, and provision for an opportunity to be heard at the meeting in person, shall be given to the subject officer or director.
- C. Cause for expulsion from the Board of Directors shall include but not be limited to: 1.) Conflict with the purposes and objectives of the organization. 2.) Conduct unethical to the best interest of the organization. See article XV for Conflict of Interest Policy.

ARTICLE VI FOUNDING FATHERS

Founding Fathers of HUI HEIHEI WA'A: are Misters David Kekela Jr., William Moana Huddy, and Rodney K. Rodenhurst. The duration of each Founding Father shall be the natural life of each and subsequently shall never be replaced.

ARTICLE VII DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. ALL BOARD MEMBERS

Each Board Member shall

- 1. Ensure all annual insurance, taxes, licenses, 501c3 status, annual fees and reports are updated and complete.
- 2. Review and approve HUI HEIHEI WA'A's annual plans, budget, business plans, and non-profit status;
- d. Sets policy and provides guidance and strategic direction to club members on significant issues facing HUI HEIHEI WA'A;
- 3. Review and approves significant association actions;
- 4. Oversee the financial reporting process, communications with stakeholders;
- 5. Oversee effective association governance;
- 6. Approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- 7. Review and approves financial statements, annual reports, audit and control policies and upon the recommendation of the Audit Committee, selects independent auditors;
- 8. Monitor to determine whether HUI HEIHEI WA'A'S assets are being properly protected;

SECTION 2. PRESIDENT

The President shall be the principal executive officer of the organization and shall in general supervise and control all meetings of HUI HEIHEI WA'A; shall appoint all committee chairs; may serve an ex-officio member on all committees; shall approve all expenditures and shall co-sign with the Treasurer of HUI HEIHEI WA'A all checks above five hundred dollars (\$500.00) for payment of HUI HEIHEI WA'A debts. In general the President shall perform all duties incident to the office of the President, and other duties as may be prescribed by the Board of Directors and/or club members. The president will ensure all annual insurance, taxes, licenses, 501c3 status, annual fees and reports are updated and complete.

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SECTION 3. VICE-PRESIDENT

The Vice-President shall perform the duties of the President if and when the President is absent or unable to act, and shall have the powers of the President when so acting, and shall perform other duties as may be assigned from time-to-time by the President and/or officers and club members.

SECTION 4. TREASURER

The Treasurer shall serve as custodian of all funds and securities belonging to HUI HEIHEI WA'A; sign all checks for the payments of debts. The Treasurer shall receive and give receipt for money due and payable to the organization; deposit all money in the name of the organization in a depository selected by the Board of Directors; shall have an available written accounting report of all transactions regarding finance and overall financial status at every meeting of the organization; including annual tax exempt status and in general perform all duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned by the President and/or Board of Directors. There will be a complete audit annually by the financial committee and when there is a transfer of Treasurer duties.

SECTION 5. SECRETARY

The Secretary shall keep records of the meetings of the organization and Board of Directors; shall maintain said records and reports including these By-Laws, reports of officers and committees of the organization; shall maintain a master email/mailling list of the membership; shall provide notice to all members of all general and special meetings; shall make all records and reports available to the Board of Directors for review, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President and Board of Directors. Notifies all board members when annual fees, reports, taxes, and insurance are up for renewal.

SECTION 6. FOUNDING FATHERS

The Founding Fathers shall have the responsibility to maintain the purpose and objectives of these By-Laws and of the organization.

SECTION 7. IDEMNIFICATION

To the extent permitted by RCW 24.03.025 board of directors or officers or any former board of directors or officers' personal liability shall be limited and they shall be defended and indemnified by HUI HEIHEI WA'A.

ARTICLE VIII **COMMITTEES**

The following general policy shall be observed in the establishment and functioning of each committee:

- A. The President shall appoint all committee chairs.
- B. The President is an ex-officio member of all committees and should have the courtesy of an invitation to each meeting.
- C. Every committee shall keep written records of meetings. Reports of meetings shall be given at general meetings and recorded by the Secretary.

SECTION 1. NOMINATING COMMITTEE

The Nominating Committee chair may appoint members to this committee.

Purpose. The Nominating Committee shall have the duty of polling nominees for acceptance of nomination to each office. These offices are: President, Vice-President, Secretary and Treasurer.

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Responsibility. This committee is responsible for reviewing the membership and nominating those members that are most qualified and assured of performing the duties of the office of which they are nominated. This committee will submit in writing a list of names nominated to the above offices.

SECTION 2. FUNDRAISING COMMITTEE

The Fund Raising committee chair may appoint members to this committee.

Purpose: Besides the dues collected, the Fund Raising Committee shall be tasked to find additional means of raising money to satisfy the organization's annual budget while meeting all state and federal guidelines to maintain non-profit status. Board of Directors must secure a Washington state fundraising permit.

Responsibility: The Fund Raising Committee shall concern itself with the media by which the treasury may be increased. It shall be the duty of this Committee to research and determine fund raising projects. It shall submit recommendations and reports to the Board of Directors for approval. Fund raising projects may include but are not limited to sales of food, luaus, arts/crafts or any other project supported by the community and per federal and state regulations.

In the undertaking of these projects, the committee may call upon any or all members of the organization for help and support.

SECTION 3. BY-LAWS COMMITTEE

Purpose: The By-Laws Committee shall be responsible for the revision of these By-Laws at the direction of the Board of Directors and club members in accordance with Robert's Rules of Order. This committee shall review and update the organization's By-Laws and propose worded revision to: clarify areas of misunderstanding, eliminate redundancy, bring into consonance with present day needs and practices or cover new conditions affecting the organization.

Responsibilities: This committee shall review and update the organization's By-Laws. Proposed changes will be submitted in writing at the annual, regular or special meetings. At least seven (7) days notice shall be given for the intention to amend, alter, or adopt new By-Laws.

SECTION 4. RACE COMMITTEE

The Race Committee chair may appoint members to this committee.

Purpose: To plan and conduct all facets of the organization's regatta race, including the presentation of awards.

Responsibility: The Race Committee shall recommend race procedures and awards for approval by the Board of Directors. It shall obtain bids for all awards and race related items and shall submit this information to the Board of Directors for approval. This committee shall be responsible for conducting and staffing all requirements for the race.

SECTION 5. FINANCIAL/AUDIT COMMITTEE

The Financial/Audit committee shall be appointed by the Board of Directors. Additional members of this committee shall include a club member in good standing appointed by the Board of Directors, and the Treasurer of the HUI HEIHEI WA'A.

Purpose: To review the financial records of the organization on an annual basis and when there is a change in Treasurer position.

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Responsibility: To review all financial statements and procedures to determine adequate fiscal controls and procedures are in place and the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

SECTION 6. EXECUTIVE COMMITTEE

Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

SECTION 7. COACHING AND SAFETY COMMITTEE

Coaches and safety committee members shall be responsible for practices, clinics, safety equipment and huli (righting a overturned boat) practice.

SECTION 8. EQUIPMENT MANAGER COMMITTEE

Purpose: All equipment will be managed by appointed committee chairs and will be directly responsible to the Board of Directors.

Responsibility: To assign, retrieve, report on the condition of equipment, to repair or see to repair, make record of, collect payments or make agreements/arrangements for, and do any other acts deemed necessary in the maintenance and use of HUI HEIHEI WA'A property.

SECTION 9. SPECIAL COMMITTEES

The President shall appoint special Committee chairs. These committee chairs may appoint members to her/his committee. Special Committees shall serve only in the area of which they are assigned. All Special Committees shall be terminated upon the completion of their assignment.

ARTICLE IX CONDUCT AND DISCIPLINE

All members of HUI HEIHEI WA'A shall conduct themselves in a sportsmanlike manner. Any member displaying conduct detrimental to HUI HEIHEI WA'A during sponsored activities are subject to disciplinary action by the Board of Directors.

ARTICLE X CHECKS, DEPOSITS, AND GIFTS

SECTION 1. CHECKS, DRAFTS AND ORDERS

All checks, drafts and orders for the payment of moneys, notes or other evidence of indebtedness issued in the name of HUI HEIHEI WA'A shall be signed by such officers of the organization and in such manner as provided for in these By-Laws.

SECTION 2. DEPOSITS

All funds of HUI HEIHEI WA'A shall be deposited to its credits in such financial institutions as the Board of Directors may select.

SECTION 3. GIFTS

The Board of Directors may accept on behalf of HUI HEIHEI WA'A any contribution, gift, bequest or device for the general purpose or for any special purpose of the organization.

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ARTICLE XI BOOKS AND RECORDS

SECTION 1. BOOKS AND RECORDS

1. HUI HEIHEI WA'A shall keep correct books and records of accounts and shall keep minutes of the proceedings of all meetings of the organization, Board of Directors and committees. Books and records may be inspected upon written request with seven (7) days advance notice to the Board of Directors. These written or electronic records will be maintained per state and federal guidelines.

HUI HEIHEI WA'A shall keep a copy of each of the following records:

2. Bylaws;
3. The minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
4. All written communications within the past three (3) years to the members generally as the members;
5. A list of the names and business or home addresses of the current directors;
6. Financial statements for each of the last three (3) years;
7. HUI HEIHEI WA'A'S application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
8. All other documents or records required to be maintained by HUI HEIHEI WA'A under applicable law or regulation.

ARTICLE XII DISSOLUTION

Upon dissolution of this organization, HUI HEIHEI WA'A shall pay or make provisions for the payment of all liabilities, dispose all assets to an organization organized and operated exclusively for charitable, educational, or cultural purposes.

ARTICLE XIII BUDGETS

The chair of all standing and special committees shall submit, if deemed necessary, a proposed budget for the year to the Board of Directors. The Board of Directors shall then compile and amend if necessary, the budgets and submit the whole to club members for approval.

ARTICLE XIV PUBLIC RELATIONS

It shall be the sole concern of the Board of Directors to act as emissaries in the representation of HUI HEIHEI WA'A with the public media. The officer(s) shall render true accounts to the public of the objectives, programs, achievements, activities and future plans of the organization. The Board of Directors may appoint an agent for this purpose.

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ARTICLE XV

CONFLICT OF INTEREST POLICY

SECTION 1. CONFLICT OF INTEREST POLICY

No member shall participate on behalf of the organization in any social or political movement without the express written authorization of the Board of Directors.

Section 2. PURPOSE

The purpose of this conflict of interest policy is to protect the tax-exempt organization, HUI HEIHEI WA'A, when entering into a transaction or arrangement that might benefit the personal interests of a Board or committee member or principle officer of the said organization, or might result in a possible excess benefit transaction.

This policy is intended to supplement, but not replace, any state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 3. DEFINITIONS

Interested Person: Any Board or committee member or principle officer with governing board delegated powers, which has a direct or indirect financial interest as defined below, is an interested person.

Financial Interest: A person has a financial interest if that person has directly or indirectly, through business, investment or family:

- a. An ownership or investment in any entity with which said organization has a transaction or arrangement,
- b. A compensation arrangement with said organization or with any entity or individual with which the, HUI HEIHEI WA'A has a transaction or arrangement, or
- c. A potential ownership or investment interest, or compensation arrangement with, any entity or individual in which said organization is negotiating a transaction.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board concludes that a conflict of interest exists, in accordance with this policy.

Section 4. PROCEDURE

1. Duty to Disclosure:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.

2. Recusal of Self:

Any Board or committee member or principle officer with governing board delegated powers shall recuse themselves at any time from the involvement in any decision or discussion in which the person believes he/she has or may have a conflict of interest, thus precluding the process for determining whether a conflict of interest exist.

3. Determining a Conflict of Interest:

Upon disclosure of the financial interest and all material facts and after any discussion with the interested person he/she shall leave the board meeting; at which time determination of conflict of interest is discussed and voted upon.

4. Addressing the Conflict of Interest:

- a. An interested person may make a presentation to the Board, after which time he/she shall leave the meeting during discussion and vote on the transaction or arrangement involving the conflict of interest.
- b. The chair, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the said organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of its disinterested members whether the said transaction or arrangement is in the best interest of HUI HEIHEI WA'A, and is fair and reasonable. In conformity with the above determination, it shall make its decision as to enter into the

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transaction or arrangement.

5. Violations

- a. If the Board has a reasonable cause to believe a member has failed to disclose a conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclosure.
- b. If, after a review of member's response and further investigation as warranted, the Board determines the member has failed to disclose a conflict of interest, it shall take appropriate action.

Section 5. RECORD OF PROCEEDING THE MINUTES OF THE BOARD SHALL CONTAIN:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine if a conflict of interest was present and the Board's decision to if a conflict of interest existed.
2. The names of persons, who were present for discussion and votes relating to the transaction or arrangement, content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

Section 6. COMPENSATION

1. A voting member of the Board who receiving compensation, directly or indirectly from HUI HEIHEI WA'A for services is precluded from voting on the matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the said organization for services is precluded from voting on the matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who received compensation directly or indirectly, from the said organization either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7. ANNUAL STATEMENTS EACH BOARD MEMBER SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS SUCH PERSON:

1. Has received a copy of the conflict of interest policy
2. Has read and understands the said policy
3. Has agreed to comply with the policy, and
4. Understands HUI HEIHEI WA'A is a charitable organization and in order to maintain its federal tax exemption it must fulfill its purpose as set forth in Bylaws: Article 2, Section 1 and 2.

Section 8. PERIODIC REVIEWS

To ensure the said organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining
2. Whether partnerships, joint ventures and arrangements with management organizations conform to the said organization's written polices, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Section 9. USE OF OUTSIDE EXPERTS

When conducting periodic reviews as provided in Article VIII Section 5 and Article XV Section 8, HUI HEIHEI WA'A may, but need not use outside advisors. If outside the experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

This policy is modeled after the IRS: Sample Conflict of Interest Instructions for Form 1023, Appendix A.
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HUI HEIHEI WA'A OUTRIGGER CANOE ASSOCIATION Conflict of Interest Policy Annual Conflict of Interest Statement

1. Name: _____

2. Position on the Board: _____

3. I affirm the following:

a. I have received a copy of HUI HEIHEI WA'A OUTRIGGER CANOE ASSOCIATION Conflict of Interest Policy. _____ (initial)

b. I have read and understand the said policy. _____ (initial)

c. I agree to comply with the policy. _____ (initial)

d. I understand that HUI HEIHEI WA'A OUTRIGGER CANOE ASSOCIATION is charitable organization and in order to maintain its federal tax exemption it must fulfill its purpose as set forth in Bylaws: Article 1, Section 1 and 2. _____ (initial)

_____ (Board Member's signature)

This policy is modeled after the IRS: Sample Conflict of Interest Instructions for Form 1023, Appendix A. Hui HeiHei Wa'a Outrigger Canoe Association Bylaws. Adopted 4/16/02 Revised 11/12/12.

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ARTICLE XVI **SPECIAL MATTERS**

SECTION 1. EFFECTIVE DATE

These By-Laws will take effect upon adoption by a simple majority vote of HUI HEIHEI WA'A members in good standing.

ARTICLE XVII **AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, or amended by simple majority of the active club members in good standing at regular or special meetings specifically called for such purpose; provided however, at least seven (7) days notice is given of the intention to amend or alter By-Laws at such meeting.

By-Laws Revisions **December 28, 2012**

HHW Board of Directors:

<u>President:</u>	_____	_____
Daniel Prince		
<u>Vice-President:</u>	_____	_____
Debbie Straub		
<u>Treasurer:</u>	_____	_____
Linda Rothermich		
<u>Secretary:</u>	_____	_____
Pat Brown	Signature	Printed Name