

# POLYNESIAN VOYAGING SOCIETY

BOX 6037 / HONOLULU / HAWAII 96818

**PRESIDENT**  
BEN R. FINNEY, PH.D.

**BOARD OF DIRECTORS**  
PAIGE KAWELO  
BARBER  
LARRY A.  
BURKHALTER J.D.  
FRED CACHOLA, M.ED.  
RUDY CHOY  
KENNETH P.  
EMORY, PH.D.  
CHARLES THOMAS  
HOLMES, M.PH.  
JAMES (KIMO) C. HUGHO  
CAPTAIN  
KAWIKA KAPAHULEHUA  
HERB KAWAINUI  
KANE, M.F.A.  
DAVID LEWIS, M.D.  
CECILIA KAPUA LINDO  
CARL A. LINDQUIST  
CAPTAIN  
DAVID S. K. LYMAN, III  
FRANK TABRAH, M.D.  
FRANK WANDELL  
R. LES WARREN, C.P.A.  
AUGUST YEE  
BENJAMIN B.C.  
YOUNG, M.D.

## BY-LAWS

### OF THE

### POLYNESIAN VOYAGING SOCIETY

#### ARTICLE I - NAME, ADDRESS

Section 1. Name. The name of the corporation is the  
POLYNESIAN VOYAGING SOCIETY.

Section 2. Address. The principal office of the  
corporation shall be c/o Bishop Museum, 1355 Kalihi Street,  
Honolulu, Hawaii 96819. The corporation may also have offices  
at such other places as the Board of Directors may from time to  
time appoint for the purpose the corporation may require.

#### ARTICLE II - MEMBERSHIP

Section 1. Membership. The members of the corporation  
shall consist of those persons who have annually paid their  
membership fee established by the Board of Directors.

The Board of Directors may also determine and elect to  
membership as honorary life member, those persons who in the  
opinion of the Board of Directors have performed great and  
valuable service to the corporation.

HAWAII



TAHITI

BICENTENNIAL VOYAGE OF REDISCOVERY  
HOE AKU I KA WA'A

Section 2. Rights of Members. The right of a member to vote and all his or her right, title and interest in or to the corporation shall cease on the termination of his or her membership. No member shall be entitled to any share of the corporate assets upon dissolution.

Section 3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation.

Section 4. Annual Meeting. The annual meeting of the corporation shall be held at a place to be designated by the Board of Directors on the last Tuesday of October in each year for the purpose of electing the directors of the corporation, electing an independent auditor and for the transaction of such other business as may properly come before the meeting.

Section 5. Notice of Annual Meeting. Notice of the time, place and purpose of the annual meeting shall be sent by mail, not less than ten (10) or more than forty (40) days before the meeting to each member, such notice shall be directed to the member at his or her last known address.

Section 6. Special Meetings. Special meetings of the members other than those required by statute, may be called by 1) the President, 2) by one third of the Board of Directors, and 3) must be called by the President on receipt of request of one-third of the members of the corporation.

Section 7. Notice of Special Meeting. Notice of a special

meeting stating the time, place and purpose thereof, shall be sent by mail to each member not less than five (5) nor more than forty (40) days before such meeting, such notice shall be directed to the member at his or her last known address.

Section 8. Quorum. At any meeting of the members of the corporation the presence of a minimum of fifteen (15) members residing in the State of Hawaii shall constitute a quorum for all purposes except as otherwise provided by law.

Section 9. Voting. At every meeting of members, each member shall be entitled to one vote. The vote for directors and the vote upon any other question before the meeting shall be by majority as indicated by show of hands.

Section 10. Removal of Members, Director or Officers. Any member, director or other officer may be removed from the membership or from office by affirmative vote of two-thirds of a quorum at any regular or special meeting called for that purpose for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or director proposed to be removed, shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

#### ARTICLE III - DIRECTORS

Section . Function. The conduct of policy and management of

the corporation shall be controlled by a Board of Directors.

Section 2. Election. The Board of Directors shall be elected annually by the members to hold office until the next annual meeting of the members. The directors shall be members of the corporation.

Section 3. Number. The number of the directors of the corporation shall number not less than three (3) nor more than twenty-one (21).

Section 4. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 5. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled for the unexpired portion of the term, by the directors then serving by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of his or her successor.

Section 6. Annual Meeting. Within fourteen (14) days after each annual election, the newly elected directors shall meet for the purpose of organization, the election of officers, review of standing committees, and the transaction of other business.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by him or her on the written request of any member of the Board.

Section 8. Notice of Meeting. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by telephoning the same at least one (1) day before the meeting to the usual business or residence address of the directors. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by the Board. Any business may be transacted at any directors' meeting.

Section 9. Chairperson. At all meetings of the Board of Directors, the President or Vice-President, or in their absence a temporary chairperson chosen by the directors' present, shall preside.

Section 10. Quorum. At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these by-laws. In the event of vacancies on the Board of Directors, those remaining will constitute a quorum.

Section 11. Contracts and Services. The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation and may make contracts, enter into transactions or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trust, or agents for other persons of the corporation, or may be interested in the same matters as stockholders,

directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise, shall be at an arm's length and not violative of the prescription in the charter of incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is prohibited transaction which would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event shall any person or any entity dealing with the directors or officers enter into and consummate any contract, transaction or other action without prior approval of the Board.

Section 12. Compensation. Directors shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to the directors rendering unusual and exceptional services to the corporation special compensation appropriate to the value of such services.

Section 13. Powers. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Hawaii, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the corporation, such powers as they may see fit.

Section 14. Committees. The operation of this corporation shall be conducted through standing committees. The Board at its annual organization meeting shall specify the standing committees for the following fiscal year and appoint the chairperson.

The chairperson of the standing committees shall in turn appoint committee members to serve for the fiscal year.

The Board may remove for office any chairperson of a standing committee by a majority vote of a quorum at any time.

The provisions of this section shall not prohibit the Board from appointing other committees as it sees fit.

#### ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the corporation shall be the President, Vice-President, Secretary, Treasurer and such other officers as the Board may determine with such powers and duties not inconsistent with the charter of incorporation. Any two offices except President and Secretary may be held by the same person.

Section 2. Election, Term of Office and Qualifications. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors after the annual meeting of the members of the corporation.

Section 3. Vacancies. In the case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer

so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his or her successor.

Section 4. President. The President shall preside at all general membership and Board meetings. He or she shall have the responsibility and authority for implementing all Board policies, corporate contracts, applicable laws, and such other duties as are assigned to him or her by the Board of Directors.

Section 5. Vice-President. At the request of the President, or in the event of his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 6. Secretary. Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall sign with the President in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. The Secretary may affix the seal of the corporation. The Secretary shall, in general, perform all of the duties incident to the office of secretary, subject to the control of the Board of Directors and shall do and perform such other duties as may be assigned.

Section 8. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for faithful performance of his or her duties in such sum and with such sureties as the Board of Directors may require. When necessary or proper he or she may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he or she shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation except in cases where the signing and execution thereof shall expressly be designated by the Board of Directors or by these by-laws to some other officer or agent of the corporation. He or she shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer shall enter regularly on the books of the corporation to be kept by him or her for the purpose full and accurate account of all monies of all obligations received and paid or incurred by him or her for or on account of the corporation and shall exhibit such books at all reasonable times to any director or member on application at the office of the corporation. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 9. Salaries. No salary shall be paid to any officer of the corporation except as provided in Articles III, Section 12.

Section 10. Removal. Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the directors at any regular meeting or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of a meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

#### ARTICLE V - AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws to the extent authorized and permitted by law.

#### ARTICLE VI - CONTRACTS

The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific

instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit and render it liable pecuniarily for any purpose or to any amount.

ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall commence on January 1 of each year and end on December 31.

ARTICLE VIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer or employee of a committee or person connected with the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of the purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation after all debts have been satisfied then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board may determine, or as may be determined

by a court of competent jurisdiction upon the application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

#### ARTICLE IX - INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any monies held by it, upon approval of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 and Section 504 of the Internal Revenue Code and its Regulations as they now or as they may hereafter be amended

#### ARTICLE X - AMENDMENTS

Section 1.. By Director. The Board of Directors shall have the power to make, alter, amend and repeal the by-laws of the corporation by affirmative vote of the majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted by subsequent regular meeting except as otherwise provided by law. All by-laws made by the Board of Directors may be altered, amended or

repealed by the members.

Section 2. By Members. The by-laws may be altered, amended or repealed at any meeting of members by majority vote of all the members in person provided the proposed action is inserted in the notice of the meeting.

#### ARTICLE XI - EXEMPT ACTIVITIES

Notwithstanding any other provisions of these by-laws, no member, trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended or by organization contributions as to which are deductible under Section 170(c)(2) of such Code or its Regulations as they now exist or they may hereafter be amended.

MINUTES OF SPECIAL MEETING  
OF THE  
POLYNESIAN VOYAGING SOCIETY

In accordance with the By-Laws, a special meeting of the Board of Directors of the POLYNESIAN VOYAGING SOCIETY, was held at its principal executive office at 567 South King Street, Honolulu, Hawaii, at 5:00 o'clock p. m.

The following Directors were present: \_\_\_\_\_

Leila Kyselka, Raymond Lanterman, Virginia Elliott, Myron B. Thompson,

Alice K. Froiseth, Cecilia K. Lindo, Rey Jonsson, Laura L. Thompson,

Jerome Muller, Michael Tongg

The following Directors were absent: \_\_\_\_\_

Patrick Aiu, Michael McGuire, Nathan Wong, Len Withington,

Robert Worthington, August Yee

The President called the meeting to order and presided during its deliberations, and Leila Kyselka acted as secretary of the meeting.

The chairman announced that the meeting was held pursuant to a written waiver of notice thereof and consent thereto signed by all of the Directors of the Corporation. Such waiver and consent was presented to the meeting and upon motion duly made, seconded, and unanimously carried, was made a part of the records of the meeting and the secretary was directed to insert a copy thereof in the book of minutes immediately preceding the

minutes of this meeting and to make the necessary By-Law changes as adopted in this meeting.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting adjourned.

DATED: November 3, 1986.

Leila Kyselka  
Secretary

We the undersigned Directors of the POLYNESIAN VOYAGING SOCIETY, hereby approve the text of the above and foregoing minutes from the special meeting held at 5:00 o'clock p.m. at 567 South King Street, in the City and County of Honolulu, State of Hawaii on Monday, November 3, 1986.

Leila Kyselka  
Lynnette Lantieri  
Virginia Elliott  
Myron B. Thompson  
Alice K. Trivett  
Cecilia H. Lingo  
John J. Jansen  
Laura L. Thompson  
John K. Miller  
Richard Stone

AMENDMENT TO THE  
BY-LAWS OF  
POLYNESIAN VOYAGING SOCIETY

ARTICLE III - DIRECTORS:

Section 11. Contracts and Services. The directors and officers of the corporation may not enter, into any contracts, directly or indirectly, relating to or incidental to the operations conducted by the corporation. Any contracts entered into by the directors or officers of the corporation must have written approval of the Board.

Section 12. Compensation. Directors shall not receive any stated salary or monetary remuneration for their services.

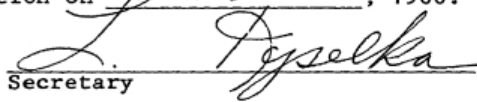
CERTIFICATE BY SECRETARY

OF

MINUTES OF SPECIAL MEETING

I, Leila Kyselka, secretary of the POLYNESIAN VOYAGING SOCIETY, a corporation under the laws of the State of Hawaii, hereby certify that the foregoing minutes of the Directors' meeting, comprising of 3 pages, constitute the original minutes of the meeting held on November 3,, 1986.

In witness whereof, I have subscribed my name and affixed the seal of the corporation on November 3, 1986.

  
Secretary

### BYLAWS REVISION

The following reflect some changes in the bylaws of the Polynesian Voyaging Society. These changes were discussed by the Bylaw Review Committee very briefly. No suggestions or conclusions were reached.

My criteria for these revisions were based on the following:

1. To allow flexibility
2. To clarify
3. To simplify

If the Board should approve the following, the procedure to be followed would be:

1. A review by the Bylaws Review Committee
2. Recommendation by said committee
3. Motion by a Board Member to have the resolution to make revision be postponed until the next meeting, until,
  - a. The proposed revision can be read by all Board members.
  - b. Those absent Board members may have notice of these revisions.
4. At the next meeting, approve or disapprove of revisions.

With respect to these revisions, the following sections will be affected:

#### Article II

1. Section 4, Annual Meeting
2. Section 10, Removal of Members, Directors or Offices

Article III

1. Section 14

The word "shall", in the first sentence,  
to be changed to read "may".

Article XII

None, adopt Distribution on Dissolution.



Alternative No. 3

Section 4. Annual Meeting. An annual meeting of the members shall be held at \_\_\_\_\_ (the principal office of the corporation or as the case may be) on the first \_\_\_\_\_ (Monday) in the month of \_\_\_\_\_ in each year, beginning with the year 19\_\_\_\_, at the hour of \_\_\_\_ o'clock \_\_\_\_ .m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of \_\_\_\_\_, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Officers. Any member, director or other officer may be removed from the membership or from office by affirmative vote of two-thirds of a quorum at any regular or special meeting called for that purpose for conduct detrimental to the interest of the corporation, for lack of sympathy with its objective, or for refusal to render reasonable assistance in carrying out its purposes. [Any such member, officer or director proposed to be removed, shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.]

**Section 10. Removal of Members, Director or**

Officers. In case of any vacancies in the Board of Directors, including temporary vacancies caused by the illness of directors or the absence of directors from the Island of Oahu, the remaining members of the Board of Directors (although less than a majority thereof) may fill the same by the affirmative vote of a majority of such remaining members, subject, however, to the provisions of Section 11 of this Article III. In case of any temporary vacancy aforesaid, such temporary vacancy shall be filled only for the period of the incapacity of the director whose place is being filled and <sup>10</sup>until the termination of his illness or his return to the Island of Oahu. [ ]

Alternative No. 1

Distribution on Dissolution. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of Hawaii.

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Alternative No. 2

Distribution on Dissolution. In the event of the dissolution of the Polynesian Voyaging Society, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Polynesian Voyaging Society from any source, after the payment of all debts and obligations of the Polynesian Voyaging Society, shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

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Alternative No. 3

Distribution on Dissolution. Upon the dissolution or other termination of the Polynesian Voyaging Society, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Polynesian Voyaging Society, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and shall be distributed as directed by the members of the Polynesian Voyaging Society

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among one or more corporations, trusts, community chests,  
funds, or foundations organized and operated exclusively for  
religious, charitable, scientific, literary, or educational  
purposes, no part of the net earnings of which inure to the  
benefit of any private shareholder, member, or individual,  
and no substantial part of whose activities consist of  
carrying on propaganda or otherwise attempting to influence  
legislation or which does not participate or intervene in  
any political campaign on behalf of any candidate or public  
office, or to other entities of the type which qualify for  
Federal Income Tax exemption under Section 501(c)(3) of the  
Internal Revenue Code of 1954.

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BY-LAWS  
OF THE  
POLYNESIAN VOYAGING SOCIETY

ARTICLE I - NAME, ADDRESS.

Section 1. Name. The name of the corporation is the POLYNESIAN VOYAGING SOCIETY.

Section 2. Address. The principal office of the corporation shall be Suite 302, 1136 Union Mall, Honolulu, Hawaii. The corporation may also have offices at such other places as the board of directors may from time to time appoint or the purposes of the corporation may require.

ARTICLE II - MEMBERS AND MEETINGS OF MEMBERS.

Section 1. Membership. The members of the corporation shall consist of the persons signing the petition for charter of incorporation as a non-profit corporation, the persons named in the charter of incorporation and such other person or persons as the members may elect, by vote of majority of all of the members of the corporation, at any annual or special meeting of the members.

Section 2. Rights of Members. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to any share of the corporate assets upon dissolution.

Section 3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation.

Section 4. Annual Meeting. The annual meeting of the members of the corporation shall be held at the principal office of the corporation on the First Saturday of October in each year, if not a legal holiday, but if a legal holiday then upon the next Saturday, if not a legal holiday, for the purpose of electing the directors and officers of the corporation and for the transaction of such other business as may properly come before the meeting.

Section 5. Notice of Annual Meeting. Notice of the time, place and purpose of the annual meeting shall be served either personally or by mail, not less than ten (10) or more than forty (40) days before the meeting on each member, and, if mailed, such notice shall be directed to the member at his last known address, unless he shall have filed with the secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 6. Special Meetings. Special meetings of the members other than those required by the statute, may be called by the chairman or vice-chairman or by any two directors and must be called by the chairman or vice-chairman on receipt of request of one-third of the members of the corporation.

Section 7. Notice of Special Meeting. Notice of a special meeting stating the time, place and purpose or purposes thereof, shall be served personally or by mail upon each member not less than five (5) nor more than forty (40) days before such meeting, and, if mailed, the notice shall be directed to each member at his last known address unless he shall have filed with the secretary of the corporation a written request that

the notice intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 8. Quorum. At any meeting of the members of the corporation, the presence of one-third of the board of directors and heads of standing committees in person or proxy and any other members present constitute a quorum for all purposes except as otherwise provided by law, and the act of the majority of members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided for in the statute or by these by-laws. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 9. Voting. At every meeting of members, each member shall be entitled to vote in person. Each member of the corporation shall be entitled to one vote. The vote for the directors and, upon demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person.

Section 10. Waiver of Notice. Whenever under the provisions of any law or under the provisions of the Charter of Incorporation or the by-laws of this corporation, the corporation

or the board of directors or any committee thereof is authorized to take action after notice to the members of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice, without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

Section 11. Removal of Members, Directors or Officers.

Any member, director or other officer may be removed from the membership or from office by affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or director proposed to be removed, shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

ARTICLE III - DIRECTORS

Section 1. Election. The business and property of the corporation shall be managed and controlled by a board of directors who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided, for filling vacancies.

The directors shall be members of the corporation and shall be chosen by ballot at such meeting by a majority of the members, voting either in person or by proxy.

Section 2. Number. The directors of the corporation are the incorporators, officers of the corporation and heads of standing committees.

Section 3. Resignation. Any director may resign at any time by giving written notice of such resignation to the board of directors.

Section 4. Vacancies. Any vacancy in the board of directors occurring during the year, including a vacancy created by an increase in the number of directors made by the board of directors, may be filled for the unexpired portion of the term, by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any director so elected by the board of directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of his successor.

Section 5. Annual Meeting. Immediately after each annual election, the newly elected directors may meet forthwith at the principal office of the corporation for the purpose of organization, the election of officers, and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all of the directors.

Section 6. Special Meetings. Special meetings of the board of directors may be called by the chairman or vice-chairman and must be called by either of them on the written

request of any member of the board.

Section 7. Notice of Meeting. Notice of all directors meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by telegraphing the same at least one (1) day before the meeting to the usual business or residence address of the directors, but such notice may be waived by any director. Regular meetings of the board of directors may be held without notice at such time and place as shall be determined by the board. Any business may be transacted at any directors meeting. At any meeting at which every director shall be present even though without notice or waiver thereof, any business may be transacted.

Section 8. Chairman. At all meetings of the board of directors, the chairman or vice-chairman, or in their absence a temporary chairman chosen by the directors present, shall preside.

Section 9. Quorum. At all meetings of the board of directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by these by-laws. If at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director, and may take such other and further action as provided in Article III, Section 4 of these by-laws.

Section 10. Contracts and Services. The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation and may ~~freely~~ make contracts, enter into transactions or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trust, or agents for other persons of the corporation, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise, shall be at an arm's length<sup>f</sup> and not violative of the prescription in the charter of incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is prohibited transaction which would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, shall any person or any entity dealing with the directors or officers ~~be~~ enter into and consummate any contract, transaction or other action. <sup>without</sup> ~~3~~ prior approval of the board.

Section 11. Compensation. Directors shall not receive any stated salary for their services. The board of directors shall have power in its discretion to contract for and to pay to directors rendering unusual and exceptional services to the corporation special compensation appropriate to the

value of such services.

Section 12. Powers. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Hawaii, shall be and are hereby vested in and shall be exercised by the board of directors. The board of directors may by general resolution delegate to committees of their own number or to officers of the corporation, such powers as they may see fit.

Section 13. Duties. The board of directors shall present at the annual meeting of members and file with the minutes thereof, a report verified by the chairman, vice-chairman or by a majority of the directors, showing (a) the whole annual account of real and personal property owned by the corporation, where located, and where and how invested; (b) the amount and nature of property acquired during the year immediately preceding the day of the report and the manner of acquisition; (c) the amount applied, appropriated, or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such application, appropriations or expenditures have been made, and (d) the names and places of residence of persons who have been admitted to membership during the year.

#### ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the corporation shall be the president, vice-president, secretary, recording secretary, treasurer and such other officers with such powers and duties not inconsistent with the charter of incorporation. The officers of the board of directors of the corporation shall be the chairman and vice-chairman. Any two offices may be held by the same person.

Section 2. Election, Term of Office and Qualifications. The chairman and vice-chairman shall be elected annually by the board of directors from among their number, and the officers of the corporation shall be elected annually by the board of directors from among such persons as the board of directors may see fit, at the first meeting of the board of directors after the annual meeting of the members of the corporation.

Section 3. Vacancies. In the case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the board of directors after the annual meeting of members next succeeding and until the election and qualification of their successor.

Section 4. Chairman. Chairman shall preside at all meetings of members of the board of directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the board of directors.

Section 5. Vice-Chairman. At the request of the chairman, or in the event of his absence or disability, the vice-chairman shall perform the duties and possess and exercise the powers of the chairman; and to the extent authorized by law, the vice-chairman shall perform the duties and possess and exercise the powers of the chairman; and to the extent authorized by law, the vice-chairman shall have such other powers as the

board of directors may determine and shall perform such other duties as may be assigned to him by the board of directors.

Section 6. President. The president shall preside at all general membership meetings. He shall have the responsibility and authority for implementing all board policies, corporate contracts, applicable laws, and such other duties as are assigned to him by the board of directors.

Section 7. Vice-President. At the request of the president, or in the event of his absence or disability, the vice-president shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law, the vice-president shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law, the vice-president shall have such other powers as the board of directors may determine, and shall perform such other duties as may be assigned to him by the board of directors.

Section 8. Secretary. Secretary shall have charge of such books, documents and papers as the board of directors may determine and shall have the custody of the corporate seal. He shall sign with the president and vice-president in the name and on behalf of the corporation, any contracts or agreements authorized by the board of directors, he may affix the seal of the corporation. He shall, in general, perform all of the duties incident to the office of secretary, subject to the control of the board of directors, and shall do and perform such other duties as may be assigned to him by the board of directors.

Section 9. Recording Secretary. Recording Secretary shall attend and keep the minutes of all meetings of the

board of directors and members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and such books shall be open for inspection as prescribed by law. He shall, in general, perform all the duties incident to the office of recording secretary, subject to the control of the board of directors, and shall do and perform such other duties as may be assigned to him by the board of directors or the secretary.

Section 10. Treasurer. The treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the board of directors. He may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the board of directors may require. When necessary or proper he may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the board of directors may designate. He shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as shall be designated by the board of directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation except in cases where the signing and execution thereof shall expressly be designated by the board of directors or by these by-laws to some other officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation to be kept by him for

the purpose, full and accurate account of all monies of all obligations received and paid or incurred by him for or on account of the corporation and shall exhibit such books at all reasonable times to any director or member on application at the office of the corporation. He shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

Section 11. Salaries. No salary shall be paid to any officer of the corporation except as provided in Article 3, Section 11.

Section 12. Removal. Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all of the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of a meeting of the board of directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the board of directors at such meeting.

#### ARTICLE V - AGENTS AND REPRESENTATIVES

The board of directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the board of directors may see fit, so far as may be consistent with these by-laws to the extent authorized and permitted by law.

#### ARTICLE VI - CONTRACTS

The board of directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the board of directors, no officer, agent or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit and render it liable pecuniarily for any purpose or to any amount.

#### ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall commence on January 1 of each year and end on December 31.

#### ARTICLE VIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer or employee of a committee or person connected with the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of the purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation

after all debts have been satisfied, then remaining in the hands of the board of directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the board of directors may determine, or as may be determined by a court of competent jurisdiction upon the application of the board of directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IX - INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any monies held by it, according to the judgment of the board of directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 and Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE X - AMENDMENTS

Section 1. By Director. The board of directors shall have the power to make, alter, amend and repeal the by-laws of the corporation by affirmative vote of a majority of the board, provided, however, that the action is proposed at a regular or special meeting of the board and adopted by

subsequent regular meeting except as otherwise provided by law. All by-laws made by the board of directors may be altered, amended or repealed by the members.

Section 3. By Members. The by-laws may be altered, amended or repealed at any meeting of members by majority vote of all the members in person provided the proposed action is inserted in the notice of such meeting.

#### ARTICLE XI - EXEMPT ACTIVITIES

Notwithstanding any other provisions of these by-laws, no member, trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended or by organization contributions as to which are deductible under Section 170(c)(2) of such Code or its Regulations as they now exist or they may hereafter be amended.

CERTIFICATE OF ADOPTION

OF BY-LAWS OF

POLYNESIAN VOYAGING SOCIETY

To the Honorable Edwin E. Honda  
Director of Regulatory Agencies  
Honolulu, Hawaii

The undersigned, Chairman of the POLYNESIAN  
VOYAGING SOCIETY, a corporation formed under the laws  
of the State of Hawaii, being first duly sworn, on  
oath, deposes and says:

That the attached by-laws were adopted unani-  
mously by the members on the \_\_\_\_\_ day of \_\_\_\_\_,  
1973.

\_\_\_\_\_  
SUBSCRIBED AND SWORN TO before  
me this \_\_\_\_\_ day of \_\_\_\_\_,  
1973.

\_\_\_\_\_  
Notary Public, First Judicial  
Circuit, State of Hawaii

My commission expires; \_\_\_\_\_

*Not adopted*

BY-LAWS  
OF THE  
POLYNESIAN VOYAGING SOCIETY

ARTICLE I - NAME, ADDRESS.

Section 1. Name. The name of the corporation is the POLYNESIAN VOYAGING SOCIETY.

Section 2. Address. The principal office of the corporation shall be c/o Bishop Museum, 1355 Kalihi Street, Honolulu, Hawaii 96819. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint for the purposes the corporation may require.

ARTICLE II - MEMBERSHIP.

Section 1. Membership. The members of the corporation shall consist of those persons who have annually paid their membership fee established by the Board of Directors.

The Board of Directors may also determine and elect to membership <sup>in the opinion of Board of Directors</sup> as honorary life member, those persons who have performed great and valuable service to the corporation.

Section 2. Rights of Members. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to any share of the corporate assets upon dissolution.

Section 3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation.

Section 4. Annual Meeting. The annual meeting of the corporation shall be held at a place to be designated by the Board of Directors on the last Tuesday of ~~June~~<sup>or 7<sup>th</sup> or 8<sup>th</sup></sup> in each year for the purpose of electing the directors of the corporation, electing an independent auditor and for the transaction of such other business as may properly come before the meeting.

Section 5. Notice of Annual Meeting. Notice of the time, place and purpose of the annual meeting shall be sent by mail, not less than ten (10) or more than forty (40) days before the meeting to each member, such notice shall be directed to the member at his last known address.

Section 6. Special Meetings. Special meetings of the members other than those required by the statute, may be called by 1) the President, 2) by one third of the Board of Directors, and 3) must be called by the President on receipt of request of one-third of the members of the corporation.

Section 7. Notice of Special Meeting. Notice of a special meeting stating the time, place and purpose or purposes thereof, shall be sent by mail to each member not less than five (5) nor more than forty (40) days before such meeting, such notice shall be directed to the member at his last known address.

Section 8. Quorum. At any meeting of the members of the corporation the presence of ~~ten percent (10%)~~<sup>a minimum of 15</sup> of these members residing ~~on the island~~<sup>in the State</sup> of ~~Guam~~ shall constitute a quorum for all purposes except as otherwise provided by law.

Section 9. Voting. At every meeting of members, each member shall be entitled to vote in person. Each member of the corporation shall be entitled to one vote. The vote for the directors and, ~~upon demand of any member,~~

*OTHER*  
the vote upon any question before the meeting shall be by ballot. ~~and all~~  
~~questions shall be had and all questions decided by a majority vote of the persons~~  
~~present in person.~~

*MAJORITY AS INDICATED BY  
SIGN OF HANDS  
OTHER*

Section 10. Removal of Members, Director or Officers. Any member, director or other officer may be removed from the membership or from office by affirmative vote of two-thirds of a quorum at any regular or special meeting called for that purpose for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or director proposed to be removed, shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

#### ARTICLE III - DIRECTORS

*The conduct of policy & management of*

Section 1. Function. The business and property of the corporation shall be ~~managed~~ and controlled by a Board of Directors.

Section 2. Election. The Board of Directors shall be elected annually by the members to hold office until the next annual meeting of the members, ~~or until the election and qualifications of their respective successors,~~  
~~except as hereinafter otherwise provided, for filling vacancies.~~ The directors shall be members of the corporation, ~~and shall be elected by the members at each annual meeting.~~

Section 3. Number. The number of directors of this corporation shall number not less than three (3) nor more than twenty-one (21).

Section 4. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 5. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled for the unexpired portion of the term, by the directors then serving, ~~although less than a~~ ~~majority~~ by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of his successor.

Section 6. Annual Meeting. <sup>within 14 days</sup> ~~Immediately~~ After each annual election, the newly elected directors shall meet ~~at the principal office of the corporation~~ <sup>within 14 days</sup> for the purpose of organization, the election of officers, review of standing committees, and the transaction of other business, ~~and a~~ ~~majority of the directors be then present~~ ~~or prior notice of such meeting shall be required to be given~~.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by him on the written request of any member of the Board.

Section 8. Notice of Meeting. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by <sup>telephoning</sup> ~~telegraphing~~ the same at least one (1) day before the meeting to the usual business or residence address of the directors, ~~but~~ ~~such notice may be waived by any director~~. Regular meetings of the Board of Directors may be held ~~with~~ ~~at~~ at such time and place as shall be

determined by the Board. Any business may be transacted at any directors' meeting. ~~At any meeting at which any director shall be present, even though~~  
~~the quorum is not present, any business may be transacted.~~

Section 9. Chairman. At all meetings of the Board of Directors, the President or Vice-President, or in their absence a temporary chairman chosen by the directors present, shall preside.

Section 10. Quorum. At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business. ~~and The act of the majority of the~~  
~~directors present at any meeting at which there is a quorum shall be the act~~  
~~of the Board of Directors, except as may be otherwise specifically provided~~  
~~by statute or by these by-laws. If at any meeting there is less than a quorum~~  
~~present, a majority of those present may adjourn the meeting from time to time~~  
~~without notice to any absent director, and upon the adjournment and~~  
~~further action as provided in Article III, Section 3, of these by-laws.~~

*In the event of vacancies in the Board, those remaining will constitute a quorum.*

Section 11. Contracts and Services. The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation and may make contracts, enter into transactions or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trust, or agents for other persons of the corporation, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise, shall be at an arm's length

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and not violative of the prescription in the charter of incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is prohibited transaction which would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event shall any person or any entity dealing with the directors or officers enter into and consummate any contract, transaction or other action without prior approval of the Board.

Section 12. Compensation. Directors shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual and exceptional services to the corporation special compensation appropriate to the value of such services. *? goes in favor of note here. Director who may also be member of board.*

Section 13. Powers. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Hawaii, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the corporation, such powers as they may see fit.

*eliminate* ~~Section 14. Committees. The operation of this corporation shall be conducted through standing committees. The Board at its annual organization meeting shall specify the standing committees for the following fiscal year and appoint the chairmen.~~

Section 14. Committees. The operation of this corporation shall be conducted through standing committees. The Board at its annual organization meeting shall specify the standing committees for the following fiscal year and appoint the chairmen.

The chair<sup>person</sup>men of the standing committees shall in turn appoint committee members to serve for the fiscal year. ~~Committee members need not be members of this corporation.~~

The Board may remove from office any chair<sup>person</sup>man of a standing committee by majority vote of a quorum at any time.

The provisions of this section shall not prohibit the Board from appointing other committees as it sees fit.

~~The present standing committees are: 1) Educational/Student's Body, 2) House Maintenance and Operations, 3) Membership/Fund Raising, 4) Administration, Budget~~

#### ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the corporation shall be the President, Vice-President, Secretary, ~~and the Treasurer~~ Treasurer and such other officers <sup>as the Board may determine</sup> with such powers and duties not inconsistent with the charter of incorporation. Any two offices except President and Secretary may be held by the same person.

Section 2. Election, Term of Office and Qualifications. The officers of the corporation shall be elected annually by the Board of Directors ~~from among such persons as the Board of Directors may see fit~~ at the first meeting of the Board of Directors after the annual meeting of the members of the corporation.

Section 3. Vacancies. In the case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office, although less than

a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his successor.

Section 4. President. The President shall preside at all general membership and Board meetings. He shall have the responsibility and authority for implementing all Board policies, corporate contracts, applicable laws, and such other duties as are assigned to him by the Board of Directors.

Section 5. Vice-President. At the request of the President, or in the event of his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President; ~~and to the extent authorized by law, the Vice-President shall perform the duties and possess and exercise the powers of the President;~~ and to the extent authorized by law, the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 6. Secretary. Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. <sup>The Secretary</sup> He shall sign with the President in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, <sup>The Secretary</sup> he may affix the seal of the corporation. <sup>He</sup> ~~He~~ <sup>shall</sup> shall, in general, perform all of the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to ~~him~~ <sup>the Secretary</sup> by the Board of Directors.

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Section 7. Recording Secretary. Recording Secretary shall attend and keep the minutes of all meetings of the Board of Directors and members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and such books shall be open for inspection as prescribed by law. He shall, in general, perform all the duties incident to the office of recording secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors or the Secretary.

Section 8. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He <sup>asker</sup> may be required to give bond for the faithful performance of his <sup>other</sup> duties in such sum and with such sureties as the Board of Directors may require. When necessary or proper he <sup>asker</sup> may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He <sup>asker</sup> shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he <sup>asker</sup> shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation except in cases where the signing and execution thereof shall expressly be designated by the Board of Directors or by these by-laws to some other officer or agent of the corporation. He <sup>asker</sup> shall make such payments as may be necessary or proper to be made on behalf of the corporation. He <sup>asker</sup> shall enter regularly on the books of the corporation to be kept by him for

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the purpose, full and accurate account of all monies of all obligations received and paid or incurred by him <sup>for</sup> or on account of the corporation and shall exhibit such books at all reasonable times to any director or member on application at the office of the corporation. He <sup>shall</sup>, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 9. Salaries. No salary shall be paid to any officer of the corporation except as provided in Article III, Section 12.

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~~Section 10. Removal. Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all of the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of a meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.~~

#### ARTICLE V - AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws to the extent authorized and permitted by law.

ARTICLE VI - CONTRACTS

The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit and render it liable pecuniarily for any purpose or to any amount.

ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall commence on <sup>JANUARY</sup> ~~July~~ 1 of each year and end on ~~June 30~~. <sup>DEC 31</sup>.

ARTICLE VIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer or employee of a committee or person connected with the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of the purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the

corporation after all debts have been satisfied then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IX - INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any monies held by it, <sup>UPON APPROVAL</sup> ~~according to the judgment~~ of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 and Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE X - AMENDMENTS

Section 1. By Director. The Board of Directors shall have the power to make, alter, amend and repeal the by-laws of the corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted

by subsequent regular meeting except as otherwise provided by law. All by-laws made by the Board of Directors may be altered, amended or repealed by the members.

Section 2. By Members. The by-laws may be altered, amended or repealed at any meeting of members by majority vote of all the members in person provided the proposed action is inserted in the notice of such meeting.

#### ARTICLE XI - EXEMPT ACTIVITIES

Notwithstanding any other provisions of these by-laws, no member, trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended or by organization contributions as to which are deductible under Section 170(c)(2) of such Code or its Regulations as they now exist or they may hereafter be amended.

Excerpt from H.M.S.A. By-Laws

Amendment

These By-Laws may be altered, amended, added to or repealed upon an affirmative vote of a majority of the members of the Association present and constituting a quorum at any meeting of the membership duly called and held, provided notice of each proposed amendment shall have been given in the notice of such meeting, and such Constitution and By-Laws and amendments thereto shall bind all members of the Association

BY-LAWS  
OF THE  
POLYNESIAN VOYAGING SOCIETY

ARTICLE I - NAME, ADDRESS.

Section 1. Name. The name of the corporation is the POLYNESIAN VOYAGING SOCIETY.

Section 2. Address. The principal office of the corporation shall be c/o Bishop Museum, 1355 Kalihi Street, Honolulu, Hawaii 96819. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint for the purposes the corporation may require.

ARTICLE II - MEMBERSHIP.

Section 1. Membership. The members of the corporation shall consist of those persons *corporations, associations and/or organizations* who have annually paid their membership fee established by the Board of Directors.

The Board of Directors may also determine and elect to membership, as honorary life member, those persons who have performed great and valuable service to the corporation.

Section 2. Rights of Members. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to any share of the corporate assets upon dissolution.

Section 3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation.

Section 4. Annual Meeting. The annual meeting of the corporation shall be held at a place to be designated by the Board of Directors on the last Tuesday of June in each year for the purpose of electing the directors of the corporation, *ratifying actions of the Board of Directors for the year just ended,* electing an independent auditor, and for the transaction of such other business as may properly come before the meeting.

Section 5. Notice of Annual Meeting. Notice of the time, place and purpose of the annual meeting shall be sent by mail, not less than ten (10) or more than forty (40) days before the meeting to each member, such notice shall be directed to the member at his last known address.

Section 6. Special Meetings. Special meetings of the members other than those required by the statute, may be called by 1) the President, 2) by one third of the Board of Directors, and 3) must be called by the President on receipt of request of one-third of the members of the corporation.

Section 7. Notice of Special Meeting. Notice of a special meeting stating the time, place and purpose or purposes thereof, shall be sent by mail to each member not less than five (5) nor more than forty (40) days before such meeting, such notice shall be directed to the member at his last known address.

Section 8. Quorum. At any meeting of the members of the corporation the presence of ten percent (10%) of those members residing on the island of Oahu shall constitute a quorum for all purposes except as otherwise provided by law.

Section 9. Voting. At every meeting of members, each member shall be entitled to vote in person. Each member of the corporation shall be entitled to one vote. The vote for the directors and, upon demand of any member,

the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person.

Section 10. Removal of Members, Director or Officers. Any member, director or other officer may be removed from the membership or from office by affirmative vote of two-thirds of a quorum at any regular or special meeting called for that purpose for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or director proposed to be removed, shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

#### ARTICLE III - DIRECTORS

Section 1. Function. The business and property of the corporation shall be managed and controlled by a Board of Directors.

Section 2. Election. The Board of Directors shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualifications of their respective successors, except as hereinafter otherwise provided, for filling vacancies. The directors shall be members of the corporation and shall be chosen by ballot at such meeting by a majority of the members.

Section 3. Number. The number of directors of this corporation shall number not less than three (3) nor more than twenty-one (21).

Section 4. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 5. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled for the unexpired portion of the term, by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of his successor.

Section 6. <sup>Board Meetings</sup> ~~Annual Meeting~~. Immediately after each annual election, the newly elected directors shall meet forthwith ~~at the principal office of the corporation~~ <sup>or</sup> for the purpose of organization, the election of officers, review of standing committees, and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. *The directors shall meet regularly monthly*

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by him on the written request of any member of the Board.

Section 8. Notice of Meeting. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by telegraphing the same at least one (1) day before the meeting to the usual business or residence address of the directors, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be

determined by the Board. Any business may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without notice or waiver thereof, any business may be transacted.

Section 9. Chairman. At all meetings of the Board of Directors, the President or, <sup>in his absence, the</sup> Vice-President, or in their absence a temporary chairman chosen by the directors present, shall preside.

Section 10. Quorum. At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these by-laws. If at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director, and may take such other and further action as provided in Article III, Section 5, of these by-laws.

Section 11. Contracts and Services. The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation and may make contracts, enter into transactions or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trust, or agents for other persons of the corporation, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise, shall be at an arm's length

and not violative of the prescription in the charter of incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is prohibited transaction which would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event shall any person or any entity dealing with the directors or officers enter into and consummate any contract, transaction or other action without prior approval of the Board.

Section 12. Compensation. Directors shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual and exceptional services to the corporation special compensation appropriate to the value of such services.

Section 13. Powers. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Hawaii, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the corporation, such powers as they may see fit.

Section 14. Duties. (This section to be re-written.)

Section 15. Committees. The operation of this corporation shall be conducted through standing committees. The Board at its annual organization meeting shall specify the standing committees for the following fiscal year and appoint the chairmen.

The chairmen of the standing committees shall in turn appoint committee members to serve for the fiscal year. Committee members need not be members of this corporation.

The Board may remove from office any chairman of a standing committee by majority vote of a quorum at any time.

The provisions of this section shall not prohibit the Board from appointing other committees as it sees fit.

The suggested standing committees <sup>shall be</sup> are: 1) Educational ~~Children's~~ <sup>4)</sup> Books, 2) Canoe Maintenance and Operations, 3) Membership/Fund Raising, 5) Finance, 6) Nominating, 4) Administration - Budget, 7) And any other - - - - -

#### ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the corporation shall be the President, Vice-President, Secretary, Recording Secretary, Treasurer and such other officers with such powers and duties not inconsistent with the charter of incorporation. Any two offices except President and Secretary may be held by the same person.

Section 2. Election, Term of Office and Qualifications. The officers of the corporation shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit, at the first meeting of the Board of Directors after the annual meeting of the members of the corporation.

Section 3. Vacancies. In the case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office, although less than

a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his successor.

Section 4. President. The President shall preside at all general membership and Board meetings. He shall have the responsibility and authority for implementing all Board policies, corporate contracts, applicable laws, and such other duties as are assigned to him by the Board of Directors.

Section 5. Vice-President. At the request of the President, or in the event of his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice-President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 6. Secretary. Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall sign with the President in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, he may affix the seal of the corporation. He shall, in general, perform all of the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 7. Recording Secretary. Recording Secretary shall attend and keep the minutes of all meetings of the Board of Directors and members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and such books shall be open for inspection as prescribed by law. He shall, in general, perform all the duties incident to the office of recording secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors or the Secretary.

Section 8. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation except in cases where the signing and execution thereof shall expressly be designated by the Board of Directors or by these by-laws to some other officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation to be kept by him for

the purpose, full and accurate account of all monies of all obligations received and paid or incurred by him for or on account of the corporation and shall exhibit such books at all reasonable times to any director or member on application at the office of the corporation. He shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 9. Salaries. No salary shall be paid to any officer of the corporation except as provided in Article III, Section 12.

Section 10. Removal. Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all of the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of a meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

#### ARTICLE V - AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws to the extent authorized and permitted by law.

#### ARTICLE VI - CONTRACTS

The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit and render it liable pecuniarily for any purpose or to any amount.

#### ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall commence on July 1 of each year and end on June 30.

#### ARTICLE VIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer or employee of a committee or person connected with the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of the purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the

corporation after all debts have been satisfied then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IX - INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any monies held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 and Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE X - AMENDMENTS

Section 1. By Director. The Board of Directors shall have the power to make, alter, amend and repeal the by-laws of the corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted

by subsequent regular meeting except as otherwise provided by law. All by-laws made by the Board of Directors may be altered, amended or repealed by the members.

*Any change in these By-Laws shall be adopted, or otherwise rejected, by the Corporation members at the Annual person*  
Section 2. By Members. ~~The by-laws may be altered, amended or repealed at any meeting of members by majority vote of all the members in person provided the proposed action is inserted in the notice of such meeting.~~

#### ARTICLE XI - EXEMPT ACTIVITIES

Notwithstanding any other provisions of these by-laws, no member, trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended or by organization contributions as to which are deductible under Section 170(c)(2) of such Code or its Regulations as they now exist or they may hereafter be amended.

November 9, 1973

Polynesian Voyaging Society  
Members of the Board  
Charter Members

Dear Members:

On Monday, November 19th, at 7:30 p.m.,  
we will have a Board meeting of the Polynesian Voyaging  
Society at the Bishop Museum conference room.

The items of business to be discussed are:

- 1) final approval of By-Laws.
- 2) planning for the general membership meeting  
to be held in December. This will be our final meeting  
before the general membership meeting.

Please bring your Christmas card mailing list  
to the meeting so we can copy it for a mailing list for  
our future mailings. We will return your list to you  
within a couple of days.

Very truly yours,

POLYNESIAN VOYAGING SOCIETY

By

*Ben R. Finney*

Ben R. Finney, President

BRF:cr

The following are the proposed changes to the By-Laws presented at the October 16, 1973, meeting. Please note these changes and call me with your acceptance or disapproval of these changes.

Page 2, Section 4, Annual Meeting: The annual meeting of the members of the corporation shall be held at the principal office of the corporation on the First Saturday of October in each year, if not a legal holiday, but if a legal holiday then upon the next Saturday, if not a legal holiday ...

Page 3, Section 8. Quorum: At any meeting of the members of the corporation, the presence of one-third of the Board of Directors and heads of standing committees, in person or by proxy, and any other members present constitute a quorum ...

Page 3, Section 9, Voting: At every meeting of members, each member shall be entitled to vote in person. Each member of the corporation shall be entitled to one vote. The vote for the directors and upon demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person.

Page 5, Section 2, Number: The directors of the corporation are the incorporators, officers of the corporation and heads of standing committees.

Page 8, Section 11. Compensation: Directors shall not receive any stated salary for their services. The board of directors shall have power in its discretion to contract for and to pay to directors rendering unusual and exceptional services to the corporation special compensation appropriate to the value of such services.

Page 9, Section 1, Officers: The officers of the corporation shall be ... The officers of the board of directors of the corporation shall be the chairman and vice-chairman. Any two offices may be held by the same persons.

Note: Page 13 changed to page 12, and page 12 changed to page 13.

Page 13 (previously page 12), Section 9, Salaries: No salary shall be paid to any officer of the corporation except as provided in Article 3, Section 11.

Page 16, Section 3. By Members: The by-laws may be altered, amended or repealed at any meeting of members by majority vote of all the members in person provided the proposed action is inserted in the notice of such meeting.

Thank you for taking your time to go over these revisions. By reviewing these changes in advance of the meeting, we can simply approve the by-laws at the meeting and obtain our tax exempt status.

See you at the meeting.

*Claire*  
Claire Rayburn  
Recording Secretary  


BY-LAWS  
OF THE  
POLYNESIAN VOYAGING SOCIETY

ARTICLE I - NAME, ADDRESS.

Section 1. Name. The name of the corporation is the POLYNESIAN VOYAGING SOCIETY.

Section 2. Address. The principal office of the corporation shall be Suite 302, 1136 Union Mall, Honolulu, Hawaii. The corporation may also have offices at such other places as the board of directors may from time to time appoint or the purposes of the corporation may require.

ARTICLE II - MEMBERS AND MEETINGS OF MEMBERS.

Section 1. Membership. The members of the corporation shall consist of the persons signing the petition for charter of incorporation as a non-profit corporation, the persons named in the charter of incorporation and such other person or persons as the members may elect, by vote of majority of all of the members of the corporation, at any annual or special meeting of the members.

BF  
HKK?  
CTH

~~Members~~  
+ members of  
std.  
committees

Section 2. Rights of Members. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to any share of the corporate assets upon dissolution.

Section 3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation.

*Later Day of  
Indignation*

Section 4. Annual Meeting. The annual meeting of the members of the corporation shall be held at the principal office of the corporation on <sup>Sat in Oct</sup> the First Tuesday ~~of~~ in each year, if not a legal holiday, but if a legal holiday then upon the next Tuesday, if not a legal holiday, for the purpose of electing the directors and officers of the corporation and for the transaction of such other business as may properly come before the meeting.

Section 5. Notice of Annual Meeting. Notice of the time, place and purpose of the annual meeting shall be served either personally or by mail, not less than ten (10) or more than forty (40) days before the meeting on each member, and, if mailed, such notice shall be directed to the member at his last known address, unless he shall have filed with the secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 6. Special Meetings. Special meetings of the members other than those required by the statute, may be called by the chairman or vice-chairman or by any two directors and must be called by the chairman or vice-chairman on receipt of request of one-third of the members of the corporation.

Section 7. Notice of Special Meeting. Notice of a special meeting stating the time, place and purpose or purposes thereof, shall be served personally or by mail upon each member not less than five (5) nor more than forty (40) days before such meeting, and, if mailed, the notice shall be directed to each member at his last known

address unless he shall have filed with the secretary of the corporation a written request that the notice intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 8. Quorum. At any meeting of the members of the corporation, the presence of one-third of the ~~members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of the majority of members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided for in the statute or by these by-laws. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.~~  
*Board of Directors + heads of Staff Committee + any other members present*  
Other

Section 9. Voting. At every meeting of members each member shall be entitled to vote in person ~~or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than 11 months prior to such meeting, unless such instrument provides for a longer period.~~ Each member of the corporation shall be entitled to one vote. The vote for the directors and, upon demand of any member, the vote upon any question

before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person ~~or by proxy~~.

Section 10. Waiver of Notice. Whenever under the provisions of any law or under the provisions of the Charter of Incorporation or the by-laws of this corporation, the corporation or the board of directors or any committee thereof is authorized to take action after notice to the members of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice, without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

Section 11. Removal of Members, Directors or Officers. Any member, director or other officer may be removed from the membership or from office by affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or director proposed to be removed, shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

ARTICLE III - DIRECTORS

Section 1. Election. The business and property of the corporation shall be managed and controlled by a board of directors who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided, for filling vacancies. The directors shall be members of the corporation and shall be chosen by ballot at such meeting by a majority of the members, voting either in person or by proxy.

Section 2. Number. The ~~number of~~ directors of the corporation ~~shall be~~ *are the same number as officers of the corporation* at least three but not more than *fifteen of the corporate & heads of the committee.*

Section 3. Resignation. Any director may resign at any time by giving written notice of such resignation to the board of directors.

Section 4. Vacancies. Any vacancy in the board of directors occurring during the year including a vacancy created by an increase in the number of directors made by the board of directors, may be filled for the unexpired portion of the term, by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any director so elected by the board of directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of his successor.

Section 5. Annual Meeting. Immediately after each annual election, the newly elected directors may meet

forthwith at the principal office of the corporation for the purpose of organization, the election of officers, and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all of the directors.

Section 6. Special Meetings. Special meetings of the board of directors may be called by the chairman or vice-chairman and must be called by either of them on the written request of any member of the board.

Section 7. Notice of Meeting. Notice of all directors meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by telegraphing the same at least one (1) day before the meeting to the usual business or residence address of the directors, but such notice may be waived by any director. Regular meetings of the board of directors may be held without notice at such time and place as shall be determined by the board. Any business may be transacted at any directors meeting. At any meeting at which every director shall be present even though without notice or waiver thereof, any business may be transacted.

Section 8. Chairman. At all meetings of the board of directors, the chairman or vice-chairman, or in their absence a temporary chairman chosen by the directors present, shall preside.

Section 9. Quorum. At all meetings of the board of directors a majority of the directors shall be necessary

Pres.?

and sufficient to constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by these by-laws. If at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director, and may take such other and further action as provided in Article III, Section 4 of these by-laws.

Section 10. Contracts and Services. The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation and may freely make contracts, enter into transactions or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trust, or agents for other persons of the corporation, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise, shall be at an ~~arms-length~~ and not violative of the prescription in the charter of incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction which would

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result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, shall any person or any entity dealing with the directors or officers to enter into and consummate any contract, transaction or other action.

Section 11. Compensation. Directors shall not receive any stated salary for their services, ~~as such, but by resolution of the board, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the board.~~ The board of directors shall have power in its discretion to contract for and to pay to directors rendering unusual and exceptional services to the corporation special compensation appropriate to the value of such services.

Section 12. Powers. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Hawaii, shall be and are hereby vested in and shall be exercised by the board of directors. The board of directors may by general resolution delegate to committees of their own number or to officers of the corporation, such powers as they may see fit.

Section 13. Duties. The board of directors shall present at the annual meeting of members and file with the minutes thereof, a report verified by the chairman, vice-chairman or by a majority of the directors, showing (a) the whole annual account of real and personal property owned by the corporation, where located, and where and how invested; (b) the amount and nature of property acquired during the

so elected shall hold office and serve until the first meeting of the board of directors after the annual meeting of members next succeeding and until the election and qualification of their successor.

Section 4. Chairman. Chairman shall preside at all meetings of members of the board of directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the board of directors.

Section 5. Vice-Chairman. At the request of the chairman, or in the event of his absence or disability, the vice-chairman shall perform the duties and possess and exercise the powers of the chairman; and to the extent authorized by law, the vice-chairman shall perform the duties and possess and exercise the powers of the chairman; and to the extent authorized by law, the vice-chairman shall have such other powers as the board of directors may determine and shall perform such other duties as may be assigned to him by the board of directors.

Section 6. President. The president shall preside at all general membership meetings. He shall have the responsibility and authority for implementing all board policies, corporate contracts, applicable laws, and such other duties as are assigned to him by the board of directors.

Section 7. Vice-President. At the request of the president, or in the event of his absence or disability, the vice-president shall perform the duties and possess and

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exercise the powers of the president; and to the extent authorized by law, the vice-president shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law, the vice-president shall have such other powers as the board of directors may determine, and shall perform such other duties as may be assigned to him by the board of directors.

Section 8. Secretary. Secretary shall have charge of such books, documents and papers and the board of directors may determine and shall have the custody of the corporate seal. He shall sign with the president and vice-president in the name and on behalf of the corporation, any contracts or agreements authorized by the board of directors, and when so authorized or ordered by the board of directors, he may affix the seal of the corporation. He shall, in general, perform all of the duties incident to the office of secretary, subject to the control of the board of directors, and shall do and perform such other duties as may be assigned to him by the board of directors.

Section 9. Recording Secretary. Recording Secretary shall attend and keep the minutes of all meetings of the board of directors and members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and such books shall be open for inspection as prescribed by law. He shall, in general, perform all the duties incident to the office of recording secretary, subject to the control of the board of directors,

year immediately preceding the day of the report and the manner of acquisition; (c) the amount applied, appropriated, or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such application, appropriations or expenditures have been made, and (d) the names and places of residence of persons who have been admitted to membership during the year.

#### ARTICLE IV- OFFICERS

Section 1. Officers. The officers of the corporation shall be the president, vice-president, secretary, recording secretary, treasurer and such other officers with such powers and duties not inconsistent with the charter of incorporation. The officers of the board of directors of the corporation shall be the chairman and vice-chairman. Any two officers, ~~except those of president and vice-president or chairman and vice-chairman~~ may be held by the same person.

Section 2. Election, Term of Office and Qualifications. The chairman and vice-chairman shall be elected annually by the board of directors from among their number, and the officers of the corporation shall be elected annually by the board of directors from among such persons as the board of directors may see fit, at the first meeting of the board of directors after the annual meeting of the members of the corporation.

Section 3. Vacancies. In the case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer

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VP & V. Chairman  
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director

Officers?

and shall do and perform such other duties as may be assigned to him by the board of directors or the secretary.

Section 10. Treasurer. The treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the board of directors. He may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the board of directors may require. When necessary or proper he may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the board of directors may designate. He shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as shall be designated by the board of directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation except in cases where the signing and execution thereof shall expressly be designated by the board of directors or by these by-laws to some other officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate account of all monies of all obligations received and paid or incurred by him for or on account of the corporation and shall exhibit

such books at all reasonable times to any director or member on application at the office of the corporation. He shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

Section 9. Salaries. Salaries of all officers shall be fixed by the board of directors, such shall be reasonable in amount and the fact that any officer is a member of the corporation or a trustee shall not preclude him from voting on the resolution providing for the same.

Section 10. Removal. Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all of the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance for conduct detrimental to the interest of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of a meeting of the board of directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the board of directors at such meeting.

#### ARTICLE V - AGENTS AND REPRESENTATIVES

The board of directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the board of directors may see fit, so far as may be consistent with these by-laws to the extent authorized and permitted by law.

No salary shall be paid an officer of the corporation except as provided in article 3 section 1.

#### ARTICLE VI - CONTRACTS

The board of directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the board of directors, no officer, agent or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit and render it liable pecuniarily for any purpose or to any amount.

#### ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall commence on January 1 of each year and end on December 31.

#### ARTICLE VIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer or employee of a committee or person connected with the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation provided, that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of the purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation

after all debts have been satisfied, then remaining in the hands of the board of directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the board of directors may determine, or as may be determined by a court of competent jurisdiction upon the application of the board of directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IX - INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any monies held by it, according to the judgment of the board of directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE X - AMENDMENTS

Section 1. By Director. The board of directors shall have the power to make, alter, amend and repeal the by-laws of the corporation by affirmative vote of a majority of the board, provided, however, that the action is proposed at a regular or special meeting of the board and adopted by

# POLYNESIAN VOYAGING SOCIETY

BOX 6037 / HONOLULU / HAWAII 96818

## PRESIDENT

BEN R. FINNEY, PH.D.

## BOARD OF DIRECTORS

PAIGE KAWELO  
BARBER

LARRY A.  
BURKHALTER J.D.

FRED CACHOLA, M.D.

RUDY CHOY

KENNETH P.  
EMORY, PH.D.

CHARLES THOMAS  
HOLMES, M.PH.

JAMES (KIMO) C. HUGHO

CAPTAIN  
KAWIKA KAPAHULEHUA

HERB KAWAINUI  
KANE, M.F.A.

DAVID LEWIS, M.D.

CECILIA KAPUA LINDO

CARL A. LINDQUIST

CAPTAIN  
DAVID B. K. LYMAN, III

FRANK TABRAH, M.D.

FRANK WANDELL

R. LES WARREN, C.P.A.

AUGUST YEE

BENJAMIN B.C.  
YOUNG, M.D.

I have reviewed the revised By-Laws of the Polynesian Voyaging Society and concur that these By-Laws should be adopted for the Polynesian Voyaging Society effective October 1, 1976, and subject to the following revisions: (If none, write "none")

*Article III Section 3 Number - revise to read -- "not less than 13" -- Section 6 - note: we have not been meeting at our principal office lately. How can we revise this so as not to come into conflict with this section? Section 8 - The terms of this section are much too broad. Should we consider the setting / communication to BOD of some agenda items in advance? Is telephoning rather than telegraphing what is meant here? Is not should at all be, since the likelihood of telegraphing improbable? Signature Date*

*Section 11 - what is meant by armslength? Section*

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