

**BYLAWS  
OF  
THE HAWAII KENDO FEDERATION**

**Adopted: April 23, 2017**

**ARTICLE I**

**NAME, PURPOSE, AND LOCATION**

**1.1. Name.**

The name of the corporation is the HAWAII KENDO FEDERATION (hereinafter the "Hawaii Kendo Federation" or the "Federation").

**1.2. Mission Statement**

The Hawaii Kendo Federation is a non-profit corporation established for the purpose of bringing together those who share the joy and discipline of practicing the Japanese martial art of kendo and to promote and perpetuate this ancient art in Hawaii by educating, encouraging, and giving support to all who wish to pursue and keep kendo vibrant and alive for many generations to come. To further this goal, the Federation utilizes competitive play in local and international competitions to foster national and international competition while preserving the practice and traditions in the ancient art of kendo.

**1.3. Offices.**

The registered office of the Federation shall be as designated by the Federation with Hawaii's Department of Commerce and Consumer Affairs [HRS § 414D-72(a)]. The Federation may have other offices as the Board of Directors may designate or as the business of the Federation may require.

**ARTICLE II**

**MEMBERSHIP**

**2.1. Members and Dojos.**

There shall be three classes of membership: Regular, Associate, and Honorary. Regular and Associate members are persons who support Kendo in Hawaii, who are members of any dojo recognized by the Federation, and who pay to the Federation the requisite membership dues. For purposes of these bylaws, the iaibu group shall constitute a dojo. Persons are considered Regular members upon achieving the rank of san-dan. For

the iaibu group, the minimum rank requirement shall apply to dan ranking in iaido. Honorary members are persons who are so recognized by the Board of Directors due to their support of Kendo and the Federation.

Any new dojo may be officially recognized by the Federation by a majority vote of the Board of Directors.

## **2.2. Dues.**

Annual dues shall be in such amounts and applied to such ranks and to such age groups as established by the Board of Directors and approved at the annual meeting of the Federation. Honorary members are exempt from paying dues. The Board of Directors shall set a deadline for payment of the annual dues.

## **2.3. Removal.**

Regular or Associate members who do not pay their requisite dues to the Federation may be removed from membership in the Federation pursuant to a procedure that is fair and reasonable and carried out in good faith [HRS § 414D-89]. Not less than fifteen days prior to the removal from membership in the Federation, the member shall be sent a notice of such termination. Not less than five days before the effective date of removal from membership in the Federation, the member shall be given an opportunity to be heard, orally or in writing by person(s) with the authority to decide that the proposed removal not take place. Notice may be made in any reasonable manner, including email, and any written notice given by mail shall be sent to the last known address of the member shown in the Federation's records. It is the obligation of each member to inform the Secretary of the member's current contact information.

## **2.4. Place of Meetings.**

The Board of Directors may designate any place for any annual or special meeting of its members. If no designation is made, the meeting shall be held at the principal office of the Federation.

## **2.5. Annual Meetings.**

The annual meeting of the membership shall be held each year at such time and place as the Board of Directors shall determine. At the annual meeting: (1) the President and Treasurer shall report on the activities and financial condition of the Federation; and (2) the members shall consider and act upon such other matters as may be raised and duly noticed.

## **2.6. Special Meetings.**

Special meetings of the members of the Federation may be held at any time upon the call of the Board or the President or by a petition signed by at least 25% of the voting

membership and presented to any officer one or more written demands for the meeting describing the purpose(s) for which it is to be held [HRS § 414D-102]. Special meetings may be held for any purpose. The close of business on the thirtieth day before delivery of the demand(s) for a special meeting shall be the recorded date for determining whether the 25% requirement has been met.

## **2.7. Notice of Meetings.**

Notice of annual and special meeting may be made in any fair and reasonable manner, including email, to every voting member according to the record of fully paid membership in effect on the day preceding the date in which notice is given, at least five days before the date of such meeting and no more than 60 days before the meeting date. [HRS § 414D-15]

## **2.8. Waiver of Notice.**

It is the obligation of each member to inform the Secretary of their current contact information. The failure to do so may be deemed a waiver of any required notice to such member. The presence of any voting member in person or by proxy at any meeting shall be deemed a waiver of any required notice to such member, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and is also deemed a waiver to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented [HRS § 414D-106(b)].

## **2.9. Quorum.**

The presence at any meeting of ten percent of the voting membership, in person or by proxy, shall constitute a quorum, and the acts of a majority of the voting membership present at any meeting at which a quorum is present shall be the acts of the Federation. [HRS § 414D-111(a)]

## **2.10. Voting.**

Only Regular members and members of the Board of Directors are entitled to vote. Votes may be cast in person or by proxy by the respective voting member. Cumulative voting is not permitted.

## **2.11. Proxies.**

A voting member may vote either in person or by proxy. A proxy shall be valid for one general or special meeting, and must be in writing and signed by the voting member and returned to the Secretary by any reasonable means, including email. Proxies returned to the Secretary via email shall be considered to have been signed by the voting member provided that any such copy, facsimile telecommunication, or other reproduction

shall be a complete reproduction of the entire original writing or transmission [HRS § 414D-113(a)(2)].

**2.12. Adjournment.**

Any meeting of the Federation may be adjourned to such place and time as may be determined by majority vote of the voting members present, whether or not a quorum be present, without notice other than the announcement at such meeting. At any such adjourned meeting at which a quorum is present, any business may be transferred which might have been transacted by a quorum at the meeting as originally called.

**ARTICLE III**

**BOARD OF DIRECTORS**

**3.1. Number and Qualifications.**

The affairs of the Federation shall be governed by a Board of Directors of no less than 2 members [HRS § 414D-105(d)]. The directors shall serve without compensation. Directors must be members.

**3.2. Designation of Directors by Dojos.**

Each dojo shall be entitled to designate up to two directors. Directors must be members. Designations of new directors must be made to the Secretary at least four (4) weeks prior to any meeting of the Board of Directors to entitle any new directors to vote at such meeting.

**3.3. Powers.**

The Board of Directors shall have all powers necessary for the administration of the affairs of the Federation and to elect the officers of the Federation.

**3.4. Election and Term.**

Once designated by their respective dojo, directors shall be entitled to hold office indefinitely, unless his or her respective dojo designates a replacement director or the office becomes vacant as provided in section 3.6.

**3.5. Chairman.**

The Chairman of the Board of Directors shall be the President of the Federation who shall preside over the meetings of the Board of Directors, unless physically absent from a meeting of the Board of Directors, in which case the Vice President, if present, or any officer designated by the President may serve as the acting Chairman for purpose of that meeting.

### **3.6. Vacancies.**

Vacancies caused by resignation, incapacity, death or any other reason in the Board of Directors may be filled by the dojo that designated the director whose office became vacant. Failure to attend at least 50% of the total of regular and special meetings of the Board of Directors in the preceding four meetings without informing the Secretary of the reason for such absence shall automatically cause a director's office to become vacant.

### **3.7. Removal and Replacement.**

At any regular or special meeting of the Federation, any director may be removed with or without cause by vote of a majority of the voting membership, and a successor may be designated to fill that vacancy by the dojo that had designated the director that is removed. No vote to remove is required for automatic vacancies as provided by Section 3.6.

### **3.8. Regular Meetings.**

Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the directors and shall be held four times a year.

### **3.9. Special and Committee Meetings.**

Special and committee meetings may be called by the President. Special meetings of the Board of Directors may be called by the Chairman or Secretary in like manner at the request of at least 25% of the directors.

### **3.10. Notice of Meetings.**

Notice of regular and special meetings may be made in any reasonable manner, including email, to every director. In the case of regular meetings, notice shall be made at least five days prior to the date of each meeting. Special meetings shall be preceded by at least two days' notice to each director of the date, time, and place of the meeting [HRS § 414D-145(b)].

### **3.11. Waiver of Notice.**

It is the obligation of every director to inform the Secretary of their current contact information, and the failure to do so may be deemed a waiver of notice of a meeting of the Board of Directors. Attendance by a director at any meeting of the Board of Directors shall be a waiver of notice of such meeting. Waivers shall be in writing signed by the director entitled to notice and filed with the minutes unless the director attends the meeting [HRS § 414D-146].

**3.12. Quorum.**

The presence at any meeting of the Board of Directors of a majority of the total number of directors excluding vacancies, in person, in office immediately before a meeting begins [HRS § 414D-147] shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors.

**3.13. Voting.**

Directors may vote in person. Cumulative voting is not permitted.

**3.14 Adjournment.**

Any meeting of the Board of Directors may be adjourned to such place and time as may be determined by majority vote of the directors present, whether or not a quorum is present, without notice other than the announcement at such meeting. At any such adjourned meeting at which a quorum is present, any business may be transferred which might have been transacted by a quorum at the meeting as originally called.

**ARTICLE IV**

**OFFICERS**

**4.1. Designation.**

The principal officers of the Federation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected from persons who are directors. The Board of Directors may appoint any assistant officers which it deems necessary.

**4.2. Election and Term.**

The officers of the Federation shall be elected by the Board of Directors and shall hold office at the pleasure of the Board of Directors. Each officer is elected from and only from the elected Board of Directors. Each officer shall hold office until that officer's successor has been elected and qualified or that officer's earlier death, resignation or removal as herein provided. The Board of Directors may, in its discretion, elect acting or temporary officers and may elect officers from the group of Board of Directors to fill any vacancies. The Board of Directors may, in its discretion, limit or enlarge the duties and powers of any officer.

**4.3. President.**

The President shall be the chief executive officer of the Federation and shall preside over all general meetings of the Federation. Subject to the control of the Board of Directors, the President shall exercise general supervision and direction over the

management and conduct of the business and affairs of the Federation. The President shall also have such other powers and duties as are incident to the President's office or as may be provided by these bylaws or assigned by the Board of Directors.

**4.4. Vice President.**

The Vice President shall assume and perform the duties of the President in the absence of the President or whenever the office of President is vacant unless another officer is so designated by the President. The Vice President shall also have such other powers and duties as are incident to the Vice President's office or as may be prescribed by the President, the Board of Directors, or the bylaws.

**4.5. Secretary.**

The Secretary shall attend, prepare and keep the minutes of all meetings of the Federation and of the Board of Directors, give all notices thereof, and have charge of such books, documents and records of the Federation and authenticating records of the Federation [HRS § 414D-153], as the Board of Directors may direct. The Secretary shall also have such other powers and duties as are incident to the office of Secretary or as may be prescribed by the President, the Board of Directors, or these bylaws.

**4.6. Treasurer.**

The Treasurer shall supervise the custody of all funds of the Federation, maintain the accounts and records thereof, and prepare financial reports thereof. The Treasurer shall have such other powers and duties incident to the office of Treasurer and all other duties prescribed by the President, the Board of Directors or these bylaws.

**4.7. Removal.**

Any officer may be removed with or without cause and his successor elected by vote of a majority of the members of the Board of Directors.

**4.8 Resignation.**

Any officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Federation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date [HRS § 414D-156].

## ARTICLE V

### ADMINISTRATION

#### **5.1. Management.**

The Board of Directors shall at all times manage the activities and assets of the Federation and have such powers and duties as may be necessary or proper.

#### **5.2. Execution of Instruments.**

All checks, drafts, notes, acceptances, conveyances, contracts and other instruments shall be signed on behalf of the Federation by such person or persons as shall be provided by general or special resolution of the Board of Directors or, in the absence of any such resolution applicable to such instrument, by such officer(s) and in such manner in accordance with the internal controls adopted by the Board of Directors.

## ARTICLE VI

### MISCELLANEOUS

#### **6.1. Amendment.**

These bylaws may be amended in any respect not inconsistent with provisions of law or the articles of incorporation by a vote of 75% of the Board of Directors or a vote of 75% of the regular members at any meeting of the Federation duly called for such purpose.

#### **6.2. Internal Controls; Books and Financial Records.**

The Board of Directors may implement any internal controls it deems appropriate and it may appoint an internal auditor, accountant, accounting firm or any other person it deems qualified to perform accounting services with respect to the books and financial records of the Federation.

##### **6.2.A Investment Policy Statement**

The Board of Directors has adopted the investment policy statement for all investments, including but not limited to the Otsuka Fund and will include any future large donation amounts.

#### **6.3. Indemnification.**

The Federation shall indemnify each person who was or is a party or who is threatened to be made a party to a legal proceeding, other than an action brought by or on

behalf of the Federation, if the person is or was a director, officer, attorney, counsel, employee or agent of the Federation, or is or was serving at the request of the Federation, against expenses, including attorneys' fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding, provided that the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Federation, or at a minimum, not opposed to the best interests of the Federation. The termination of any action, suit or proceeding by judgment, order, or settlement, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Federation.

#### **6.4. Interpretation.**

In case any provision of these by-laws shall be held invalid, such invalidity shall not render invalid any other provision which can be given effect. Nothing in these bylaws shall be deemed or construed to authorize the Federation or Board of Directors to conduct or engage in any active business for profit on behalf of any or all of the members.

#### **6.5. Dissolution of Federation or Dojos.**

No member or dojo is entitled to any of the assets of the Federation upon dissolution or disbanding of the Federation or of any dojo.

**ADOPTION OF BYLAWS**

I, Kathleen K. Nekomoto, President of the Hawaii Kendo Federation, hereby certify that on April 23, 2017, these Bylaws were duly adopted such that they are to take effect immediately and supersede and replace all Bylaws previously adopted.

DATED: Honolulu, Hawaii, May 15, 2017.

Kathleen K. Nekomoto  
President