

BY-LAWS
Makahanaloa Fishing Association
08/20/2020
Amended 5/19/2024

PREAMBLE

Ua ola no o kai i kai - Fishers live by their own efforts
‘Ōlelo No‘eau (2838)

Makahanaloa Fishing Association represents ‘ohana (families) from Pepe‘ekeo, Papa‘ikou, and Honomu. The Association was formed out of the Pepe‘ekeo Community Association Fishing Access Committee, which is responsible for maintaining and enforcing the fishing rules and access within the Pepe‘ekeo shoreline from Kapehu Stream in the north to Waima‘au‘au stream in the south. The Association is by every means seeking to grow and to protect our fishing community’s rights to provide food for their families and maintain the generational bond with our treasured shoreline areas.

ARTICLE I

Name

The name of the organization shall be Makahanaloa Fishing Association (MFA).

ARTICLE II

Mission

The mission of the Makahanaloa Fishing Association is:

- a) To act as representatives of the Fishing Access committee of the Pepe‘ekeo Community Association (now the Pepe‘ekeo Community Development Corporation) and to maintain and enforce the fishing area within the Pepe‘ekeo shoreline from Kapehu Stream to Waima‘au‘au stream as outlined in the fishing access agreement with Continental Pacific dated september 2003.
- b) To establish legal access to shoreline areas for the purpose of fishing within the District of Hilo.
- c) To maintain and improve fishing sites through regular maintenance and cleanup, controlling invasive species, planting natives, and building infrastructure such as bridges for continued, safe access.
- d) To support the enforcement of State and local environmental regulations including the values of aloha ‘āina (love of the land) that effect the nearshore environment.
- e) To educate fishers about place names, history, current applicable fishing or environmental laws/regulations, fishing techniques, and aloha ‘āina.
- f) To promote policies, regulations, and actions that further grow and to protect our fishing community’s rights to provide food for their families and maintain the generational bond with our treasured shoreline areas.

ARTICLE III

Membership and Representation

Section 1. The Makahanaloa Fishing Association shall be a domestic non-profit open to all fishers residing within Hawai'i Island County Council District 1 unless members are grandfathered in by showing membership to the Pepe'ekeo Fishing Committee prior to the adoption of these bylaws. A list of membership shall be held and made available by the Board secretary.

Section 2. Prospective members may only apply for membership during one of four General membership meetings to be held each year (Section 5.1)

Section 3. The Makahanaloa Fishing Association may represent its members before any private or governmental body where the interest of the Association is concerned.

Section 4. Any member, over the age of eighteen, of the Makahanaloa Fishing Association, in good standing, may vote on any issue placed before the general membership.

Section 5. Any member may vote by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven months prior to such a meeting.

Section 6. The Board of Directors may suspend voting rights and other privileges of a member if said member shall be in default of payment of Association dues or shall be in material default of members' obligations under these Bylaws or other Association documents.

ARTICLE IV

Funds

Section 1. Individual and organization dues shall be set by the Board and subject to review by the general membership.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Association.

Section 3. Fund-raising campaigns, grant opportunities, and/or contributions for special projects shall be subject to approval by the Board.

ARTICLE V

Meetings

Section 1. Four General Membership meetings per year shall be held at a time and place to be designated by the Board.

1.1 Notice of the general meeting shall be sent out via email to the general membership. For those members without email, they shall be notified by phone. Supplemental notifications and communications may be utilized and not limited to Social Media platforms.

1.2 Not less than 48 hours prior to scheduled meeting, a majority of the executive board may cancel a meeting for any reason they determine appropriate. Notification follows the same mechanism as identified in section 1.1

1.3 When public health and safety are a consideration, any Makahanaloa Fishing Association Meeting, general or otherwise may be canceled at any time by the MFA President

Section 2. The Board shall not meet less than four times per year. Special meetings shall be called by the President as often as necessary, or as requested by a member of the Board

2.1 Minutes of these minutes shall be taken by a Board member and submitted to the whole Board for approval. Electronic approval is considered valid.

Section 3. A quorum of the Board shall be declared present when a majority of the sitting board members are in attendance.

Section 4. A simple majority of members present at a General Membership meeting shall be sufficient to decide any issue that is brought before the body.

ARTICLE VI

Board and Election

Section 1. The Board of Directors shall consist of a no less than 3 members who shall be elected during a general membership meeting by a simple majority.

Section 2. Officers shall consist of a President, Vice-president, and a Treasurer/Secretary but the Board may create and appoint more officer positions as deemed necessary. These officers will be elected by a simple majority of the Board of Directors immediately following the general Board of Directors election. (Section 6.1 herein).

Section 3. The term of office for both the Board and Officers will be for one year with no term limits.

Section 4. If a vacancy arises due to removal or resignation the Board of Directors may appoint a replacement from the general membership for the remainder of the unexpired term.

Section 5. Whenever possible, all policies and practices enacted by the Board shall be in keeping with By-laws.

Section 6. When removal of the Board is warranted the Board member may be removed by a two-thirds affirmative vote of the Board meeting called for that purpose.

6.1 In the event that a Board member is the accuser, that Board member shall not be allowed to vote on the removal.

6.2. A Board member whose removal is proposed shall be given no less than 5 days written notice and the opportunity to defend themselves at a Board meeting called expressly for this purpose.

Section 7. The Board of Directors is empowered to retain legal counsel at their discretion to represent the Makahanaloa Fishing Association to address any applicable and appropriate issues.

ARTICLE VII

Duties of Board and Officers

Section 1. **All Board Members:**

- a) Participate in meetings
- b) Needs a working knowledge of MFA by-laws and other pertinent governing documents

- c) Represent the interests of the general membership of the MFA
- d) Be a member of good standing and represent the MFA in a pono way that acts within the best interests of the MFA.

Section 2. President. The President Shall:

- a) Serve as executive officer of the Board of Directors
- b) Preside at all meetings of the MFA and Board
- c) Execute contracts and other legal documents
- d) Represent the MFA in outside meetings and to the media
- e) Cannot unilaterally make decisions effecting the MFA without consulting the Board.

Section 3. Vice President. The Vice President Shall:

- a) Establish meeting agendas
- b) Assume and perform the duties in his or her absence or disability
- c) May serve as the chairperson of committees as deemed necessary by the Board
- d) Attend external meetings in the community as delegated by the President
- e) Facilitate community and officer meetings as delegated by the President
- f) Assist the other Officers as neccessary

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall

- a) Keep, record and distribute meeting minutes.
- b) Keep a record of membership, waivers, contact information, and other relevant Association documents
- c) Assist the President to notify members of meetings
- d) Work with the Board on correspondence as needed.
- e) Handle MFA monies including invoices etc.
- f) Issue Payments
- g) Monitor the Budget
- h) Collect and deposit dues or other monetary contributions

ARTICLE VIII

Committees

Section 1. The Board may establish ad-hoc commmittees as deemed necessary to fulfill the functions of the Makahanaloa Fishing Association

Section 2. Committee chairs are to be appointed by the President subject to the approval of the Board

Section 3. A Committee can be dissolved at any time by a majority vote of the Board of Directors

Section 4. Committee quorum and other governing procedures should be consistent with and are subject to the processes laid out in these by-laws.

ARTICLE IX

Indemnification of Officers and Directors

Section 1. Non-derivative Actions. The Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) if that person is or was a director or officer of the Association, against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if (a) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, (b) with respect to an employee benefit plan, for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan and not opposed to the best interests of the Association, and (c) with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, 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 this Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Derivative Actions. The Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or complete action or suit by or in the right of the Association to procure a judgment in its favor because that person is or was a director or officer of the Association, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action if (a) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, (b) with respect to an employee benefit plan, for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan and not opposed to the best interests of the Association; except that no indemnification shall be made in respect of any claims, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to this Association unless and only to the extent that the court in which that action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonable entitled to indemnity for such expenses as the court deems proper.

ARTICLE X

Fiscal Procedures

Section 1. The MFA fiscal year is from July 1-June 31

Section 2. Signature authority resides with the President, Vice President and Secretary/Treasurer.

2a. Two of the above listed board members must sign any checks written by MFA.

2b. The procurement and use of a MFA debit card or MFA p-card is strictly prohibited and is grounds for immediate dismissal from the Board and potential removal from MFA.

Section 3. The Board must approve any fiscal expenditures including committee expenditures.

3a. If a board member or general member uses their personal funds prior to Board approval for MFA expenses it is at their own risk, there is no guarantee of reimbursement.

3b. If reimbursement is requested it must be submitted with the following documentation: original receipt, nature of expenditure and the benefit said expenditure provides.

Section 4. Any funding received by MFA must be deposited to the MFA bank account.

4a. At the General Membership meeting, the Board must present to the MFA members a complete summary of the use of MFA funds, the current funds available and any upcoming expenditures expected that are greater than or equal to 10% of the MFA funds available.

Section 5. MFA will adhere to Generally Accepted Accounting Procedures (GAAP) in all preparation and presentation of financial statements.

ARTICLE XI

Amendments of By-laws

Section 1. The By-laws of the MFA may be amended by a two-thirds vote of the members present at a regular general membership meeting. A notice of intent to amend this document shall be provided via the email list of membership.


Section 2. Copies of the proposed amendments shall be available at the meeting.

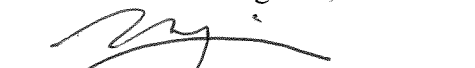
ARTICLE XII

Perpetuity


These By-laws follow the Makahanaloa Fishing Association, not the standing Board and are into perpetuity unless above procedures are followed to amend.

We, the undersigned directors of the Association, on this 09th day of September, 2024, do hereby adopt the foregoing provisions as the Bylaws of said Association.


Blake McNaughton, President


Nick Frazier, Vice President


Ka'ikena Nāone, Treasurer


Dylan Crawford, Secretary