

# BYLAWS OF KE ALI'I MAKA'AINANA HAWAIIAN CIVIC CLUB

## ARTICLE I: PURPOSES AND POWERS

The purposes and powers of the Ke Ali'i Maka'ainana Hawaiian Civic Club ("Civic Club") are as set forth in its Constitution.

## ARTICLE II: LOCATION

The Civic Club shall be deemed located as set forth in its Constitution.

## ARTICLE III: MEMBERSHIP

Membership in the Civic Club shall be classified as follows:

- A. Active Member. Any person 18 years or older, of Hawaiian Ancestry or Hawaii born, of good moral character and of good standing in the community, is eligible for Active Membership. Active members shall have the following rights:
  - i. To vote on all issues and questions presented.
  - ii. To hold the position of an officer and/or director.
  - iii. To serve on committees.
  - iv. To speak on all issues and questions presented.
  - v. To serve as a delegate to the annual convention of the Association of Hawaiian Civic Clubs.
  
- B. Associate Member. Any person 18 years or older, not of Hawaiian Ancestry or Hawaii born, of good moral character and of good standing in the community, is eligible for Associate Membership. Associate members shall have the following rights:
  - i. To vote on all issues and questions presented.
  - ii. To hold the position of an officer and/or director.
  - iii. To serve on committees.
  - iv. To speak on all issues and questions presented.
  
- C. Honorary Member. Any person 18 years or older, who has performed outstanding services for this Club or community such as dignitaries, supporters or donors to the Civic Club, and upon whom the Club may desire to confer special recognition. Such membership may be conferred upon recommendation by the Board of Directors of this Club and approval of the majority of the membership in good standing present at a general membership meeting.

- i. Honorary members shall be exempt from paying dues or assessments. They may be allowed to address the Board of Directors and may speak to the general membership.
  - ii. Honorary members shall have the right to engage in all activities of this Club except the rights and privileges of an active member as outlined in Article III A of these Bylaws. The Club shall pay the honorary member's per capita dues.
  
- D. Lifetime Member. Any member of this Club, 62 years or older who has served as a member in good standing for at least one year and who has rendered outstanding services to the Civic Club, the community, the Association of Hawaiian Civic Clubs or the Mainland Council, may become a Life Member upon completion of the following criteria:
  - i. Written recommendation by a fellow member in good standing.
  - ii. A lump sum payment to the Civic Club in lieu of future dues and per capita fees of the Association of Hawaiian Civic Clubs and Mainland Council unless waived by the Board of Directors.
  - iii. Approval of the Board of Directors.
  - iv. Vote of approval by the majority of the membership in good standing at a general membership meeting.
  - v. Life Members shall have the same privileges as Active Members.
  
- E. Member-At-Large. The Board of Directors shall have the power in its discretion to confer "Member-At-Large" status to a member who temporarily moves from the community and/or the general Maryland, Washington, DC or Virginia area, or because of health or other legitimate reasons is unable to attend the regular monthly meetings. A Member-At-Large will have no voting rights, and such membership will be annually reviewed to determine its validity.

Section 2. New Members.

Membership in the Civic Club shall be by invitation and sponsorship only. Membership application forms will be provided by the Club Secretary or the Membership Committee. The application shall be signed by a member in good standing who shall act as sponsor for the applicant from initial indoctrination to induction. The application for membership shall be processed in the following manner:

- A. The sponsoring member shall submit the prospective new member's application to the Club Secretary or a member of the Membership Committee. It shall be the responsibility of the Membership Committee to review and verify all the information provided by the applicant.

- B. The Membership Committee chairperson shall submit findings of the Committee to the Board of Directors with recommendation for acceptance or rejection. Following action by the Board of Directors, the application will be submitted for vote of the general membership for final approval.
- C. All rejected applicants shall be notified in writing by the Chairperson of the Membership Committee.
- D. Acceptance of membership in the Civic Club will become effective only upon acceptance vote and payment of dues as prescribed in the Bylaws.

### Section 3. Termination of Membership.

- A. Resignation. Any member voluntarily resigning shall submit such termination in writing. This statement shall be effective on the first meeting of the general membership following the date of resignation.
- B. Expulsion. The Board of Directors reserves the right to terminate a membership if one of the following occurs:
  - a. The Treasurer notifies the Board of Directors of a member found to be delinquent in the payment of dues or other debts due the Club by more than sixty (60) days.
  - b. A member violates the Constitution and/or Bylaws.

The member must be given written notice and reasonable opportunity to address the Board of Directors concerning the proposed termination of membership.

### Section 4. Re-Instated Membership.

- A. Former members of this Club whose termination occurred, and who, during such absence, has been observed to maintain active support of this Club's purposes, shall be permitted to seek reinstated membership.
- B. The member must submit an application to the Membership Committee, which shall forward appropriate recommendation to the Board of Directors pursuant to Article III, Section 2(B) of these Bylaws.
- C. The recommendation will include a waiver of the initiation fee and shall be official upon majority vote of the general membership present.

### Section 5. Annual Dues

- A. Annual dues shall be paid by the membership as follows:
  - a. Single - **\$30.00**

- b. Family - **\$35.00**
- c. Lifetime – Lifetime members WILL NOT BE ASSESSED annual dues after they have paid one full year of membership dues.
- d. Member-At-Large – Annual dues of \$8.00.
- e. Re-instated Member – In accordance with membership category as listed above.
- f. Initiation Fee:
  - i. A New Member will be assessed an initiation fee of **\$10.00** in addition to their regular dues. This fee together with the dues must be paid upon acceptance of application for membership.
  - ii. The Civic Club may waive the initiation fee with the approval of the Board of Directors and the general membership.

#### ARTICLE IV: OFFICERS

##### Section 1. Elected Officers shall include:

- A. President (Pelekikena)
- B. First Vice President (Hope Pelekikena ‘Ekahi)
- C. Second Vice President (Hope Pelekikena ‘Elua)
- D. Recording Secretary (Kakau’Olelo Ho’opa’a)
- E. Corresponding Secretary (Kakau’Olelo Ho’oholo)
- F. Treasurer (Pu’uku)
- G. Directors (Papa Alaka’i)

##### Section 2. Qualifications for Officers

- A. The President shall be of Hawaiian ancestry.
- B. All officers must be members in good standing.

##### Section 3. Election of Officers

- A. Officers of the corporation shall be elected biennially by a majority vote of the general membership by secret ballot.
- B. Officers may serve a maximum of two consecutive terms.
- C. All elected Officers shall serve for a term of two (2) years until a successor is duly elected and installed.

##### Section 4. Vacancies of Elected Offices

- A. The position of any Officer and/or Director may be declared vacant by the Board of Directors when the said Officer and/or Director misses more than one (1) Board of Directors meeting per quarter, unless so excused by the Pelekikena.

- B. In the event of a vacancy of the President's office, the First Vice President (if of Hawaiian ancestry) shall assume the office for the unexpired term. If the First or Second Vice Presidents do not have Hawaiian ancestry, the Board of Directors shall select another qualified member to fill this position for the unexpired term.
- C. Other vacated offices shall be filled by special general election for the duration of the unexpired term.

#### Section 5. Nomination of Officers

Prior to any general election, the current President will select a nominating committee for the purpose of developing a slate of officers for the upcoming election. The Nominating Committee shall:

- A. Consist of (3) three members in good club standing.
- B. Prepare a slate of officers and Board of Director candidates and present it to the general membership one month prior to election.
- C. Select nominees who have been members in good standing for at least one year period.

#### Section 6. Founding Officers

- A. The Founding Officers of this corporation will serve for one year.
- B. The membership may elect to continue these officers for one additional year through a motion from the general membership.

### ARTICLE V: RESPONSIBILITIES OF ELECTED AND APPOINTED OFFICERS

#### Section 1. Responsibilities of President

- A. The President shall serve as the Chief Executive Officer of the corporation and shall perform all duties which are incidental to this office or as directed by the Board of Directors. The President shall represent the Civic Club at all Mainland Council meetings.
- B. The President shall oversee the functions of the following committees/activities:
  - a. The AOHCC Convention
  - b. MCAOHCC Representative
  - c. Constitution and Bylaws
  - d. Budget and Treasury
  - e. Nominations/Election
  - f. Facilitate all membership meetings

## Section 2. Responsibilities of the First Vice President

The First Vice President shall assist the President in the performance of his/her duties and act with the authority of the President during his/her absence or inability to perform his/her duties. The First Vice President shall oversee all administrative matters through the following committees/activities:

- a. Articles of Incorporation, Constitution and Bylaws
- b. Charitable and Education Fund
- c. Membership
- d. Budget and Finance

## Section 3. Responsibilities of the Second Vice President

The Second Vice President shall assist the President in the performance of his/her duties and act with the authority of the President and/or First Vice President during his/her/their absence or inability to perform his/her/their duties. The Second Vice President shall oversee the following committees/activities:

- a. Ways and Means
- b. Historian
- c. Youth Programs
- d. Newsletter
- e. Na Mea Hawai'i

## Section 4. Treasurer

The Treasurer will be responsible for the following:

- A. The Treasurer shall receive and handle funds paid to this corporation; providing a receipt thereof, and shall deposit such funds in a bank, banks depositories as are approved by the Board of Directors.
- B. The Treasurer shall prepare in writing and deliver an accounting of all corporation funds at each general meeting.
- C. The Treasurer's accounts and books shall be open to inspection of the Board of Directors, President, and any other auditor named by the Board of Directors.
- D. The Treasurer has the authority to sign all checks or drafts on the corporation's accounts under the amount of \$500.00. Amounts over that amount shall require a second signature by the President or First Vice President. The Treasurer, President, or the First Vice President shall not be members of the same family.

- E. Execute and file a bond in an amount determined by the Board of Directors. The premium of the bond shall be secured by the Civic Club.
- F. Deliver to his/her duly qualified successor all monies and other property in his/her possession or control, taking receipt thereof within fourteen (14) days after leaving office.
- G. Upon the death of the Treasurer, said goods and property shall automatically revert to the custody of the President for further custodial disposition.

#### Section 5. Recording Secretary

The Recording Secretary will be responsible for the following:

- A. The Recording Secretary will take notes of the proceedings at general and special sessions, keeping a full account of minutes (motions, voting, attendance, discussion, etc.)
- B. Other duties shall be to collect and maintain all membership records, books and artifacts belonging to the corporation.
- C. The Recording Secretary shall present a written account of the previous meeting to the general membership for review and approval.
- D. Upon the death of the Recording Secretary, said goods and property shall automatically revert to the custody of the 1<sup>st</sup> Vice President for further custodial disposition.

#### Section 6. Corresponding Secretary

The responsibilities of the Corresponding Secretary are as follows:

- A. The Corresponding Secretary shall maintain all communication and documents.
- B. Issue all notices and bulletins concerning the administrative functions of the Civic Club, such as records of membership, books, documents and communications pertaining to operations.
- C. Procure and maintain corporation stationary and supplies.
- D. The Corresponding Secretary shall prepare all correspondence and issue all notices and bulletins.
- E. Introduce perspective and new members.
- F. Deliver communications and documents to general membership, maintaining records for the same.
- G. Maintain a current roster of the full membership of the club.

#### Section 7. Convention Attendance

The President or designee may represent the Corporation annually at the AOHCC Convention. Additional delegates shall be determined by the Board of Directors and elected officers.

## ARTICLE VI: BOARD OF DIRECTORS

Section 1. Board of Directors shall include the following:

- A. The elected Officers.
- B. The immediate Past President.
- C. Three Board of Directors elected by the general membership to serve a two-year term.
- D. Three Board of Directors elected by the general membership to serve a one-year term.
- E. Members of the Board shall be elected biennially by a majority and secret vote of the general membership.
- F. Members of the Board may serve a maximum of two consecutive terms.

Section 2. Past President

The immediate past Pelekikena shall serve as a member of the Board of Directors with full rights, privileges, and powers accorded other members of the Board and shall assist in all matters and functions when requested by the current Pelekikena.

## ARTICLE VII: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1. The initial Board of Directors shall be empowered by the general membership to carry out all responsibilities as necessary for the formation of the club.

Section 2. The Board of Directors shall have general supervisory responsibility of the business affairs and overall policies of this corporation.

Section 3. The Board of Directors shall make decisions by a quorum of seven (7) present at said meeting of those designated as members of the Board of Directors. A quorum shall represent 51% of the Board of Directors.

Section 4. Representatives to the Mainland Council

Civic Club representation at the Mainland Council shall consist of the Pelekikena and two (2) elected Directors by the general membership majority vote. These two (2) Directors may be Officers or member of the Board of Directors. These three (3) members shall represent the Civic Club at all Mainland Council meetings.

## ARTICLE VIII: MEETINGS

Section 1. Board of Directors.

Regular meetings of the Board of Directors shall be held at such time and date as the Board may decide.

#### Section 2. General Membership.

Regular meetings of the general membership shall be held on the last Sunday of each month or at such times as the Board of Directors may decide.

#### Section 3. Special Meetings.

Special meetings of the Board of Directors and General Membership shall be subject to the call of the President (Pelekikena).

#### Section 4. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for all Board of Directors meetings, general membership meetings and special meetings.

#### Section 5. Rules of Order

All meetings of this Civic Club shall be governed in accordance with Roberts Revised Rules of Order.

#### Section 6. Meeting Agenda – Order of Business

- A. Call to Order
- B. Opening Invocation/Inspiration
- C. Review and Approval of previous meeting minutes
- D. Correspondence
- E. Treasurer's Report
- F. President's Report
- G. First Vice President's Report
- H. Second Vice President's Report
- I. Unfinished/Old Business
- J. New Business
- K. Announcements

### ARTICLE IX: FISCAL POLICIES

#### Section 1. Funds.

Operating funds shall be derived only from membership contributions or donations. Nothing contained herein shall prohibit the Civic Club from carrying

on any lawful business enterprise or transaction, the revenue from which shall be used to carry out the ideals, purposes and charitable pursuits of the Civic Club.

## Section 2. Fiscal year.

The fiscal year of the Civic Club is January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year. Financial records shall be subject to fiscal audit at the close of each fiscal year by a three (3) member panel appointed by the Board of Directors; and, during a change of the Executive Committee following an election, by a professional auditor to be completed prior to the new Executive Officers' installation.

## Section 3. Salaries.

No Officer of this Civic Club shall receive any salary or compensation unless recommended by the Board of Directors and approved by majority vote of the general membership present. In the event an incident of unauthorized use or misappropriation of Civic Club funds by any Officer and/or member of the Civic Club is alleged, an internal fact-finding ad hoc committee shall be appointed to investigate such allegations, and to recommend appropriate disciplinary action or referral to legal authority within forty-five (45) calendar days of such appointment.

## Section 4. Convention Expenses.

The President (Pelekikena) shall receive compensation for expenses for transportation and lodging when attending the annual Association of Hawaiian Civic Clubs convention. Compensation for such lodging expenses shall not exceed four (4) days. Compensation for expenses for delegates in attendance at this Convention shall be voted upon by the Board of Directors and approved by the general membership present.

## Section 5. Mainland Council Expenses.

The Pelekikena and two (2) Directors shall receive expenses for transportation and lodging when attending Mainland Council meetings other than at the Association of Hawaiian Civic Clubs annual convention. These expenses are subject to the approval of the Board of Directors and the general membership present.

## Section 6. Budget Committee.

The following Officers shall act as the Budget Committee:

- A. Pelekikena
- B. Hope Pelekikena 'Ekahi

- C. Hope Pelekikena ‘Elua
- D. Kakau ‘Olelo Ho’opa’a
- E. Pu’uku

The Pu’uku shall furnish the list of anticipated income and proposed expenditures for each coming fiscal year. This committee shall propose and the general membership shall approve a budget for the next fiscal year, and no expenditures shall be made in excess of any items set forth in said budget without the consent of the Board of Directors and the approval of the general membership.

#### Section 7. Per Capita Fees.

A per capita fee shall be paid annually to the Association of Hawaiian Civic Clubs and the Mainland Council for each member of the Civic Club.

### ARTICLE X: COMMITTEES

#### Section 1. Committees of the 1<sup>st</sup> Vice President

The 1<sup>st</sup> Vice President, with the approval of the Board of Directors, shall appoint a chairperson for the following standing committees whose functions are indicated below.

##### A. Constitution and Bylaws

- a. Ensure the Articles of Incorporation are in current order, the organizational Constitution and Bylaws are kept up-to-date and members are furnished with a copy of same, including amendments and additions thereto.
- b. Investigate proposed changes in the Constitution and Bylaws ensuring conformance with the Constitution and Bylaws of the Association of Hawaiian Civic Clubs and the Mainland Council.
- c. Report to the Board of Directors and membership, any recommendations for change if appropriate.
- d. Shall calendar one (1) general membership meeting annually to familiarize each member of the Civic Club with its Constitution and Bylaws.

##### B. Charitable and Educational

- a. Establish guidelines, requirements and procedures for giving of charitable donations and scholarship awards.
- b. Responsible for the screening, investigation of scholarship applications in accordance with approved policy and procedures for same.

- c. All donations and scholarship awards shall be approved by the Board of Directors and majority of the membership, respectively.
- d. The monetary dollar value is to be within the approved budget appropriation forecast.

#### C. Membership

- a. Shall review all membership applications, recommend approval or rejection to the Board of Directors of any application for membership, notify applicants of their acceptance or rejection
- b. Keep an accurate current membership list.
- c. Shall promote ways and means to increase the membership
- d. Shall receive all checks for dues and initiation fees upon acceptance of new applicants, and collect all dues for each calendar year.

#### D. Budget and Finance

- a. Shall determine the fiscal situation of the Civic Club and to determine as accurately as possible the revenue that can be anticipated for the following year.
- b. Shall set up a tentative budget for the expenditures of the Club and shall assist and work with the Treasurer in fiscal matters and finally, oversee and audit the account of the Club.

### Section 2. Committees of the 2<sup>nd</sup> Vice President

The 2<sup>nd</sup> Vice President, with the approval of the Board of Directors, shall appoint a chairperson for the following standing committees:

#### A. Ways and Means

- a. Formulate suggestions, proposals and plans for raising funds to help applicable committees to properly finance their projects in advance, such as bingo, dances, dinner concerts, food sales, raffles, etc.
- b. Coordinate with the Budget and Finance Committee to properly finance its projects.

#### B. Historian

This committee shall keep a complete and accurate history of the Civic Club's activities and accomplishments.

#### C. Na Mea Hawai'i (Things Hawaiian)

Appointee shall be responsible for the arranging and scheduling of programs (i.e. Hawaiian language, arts, crafts, guest speakers, etc.) and other educational workshops culturally suited to the purposes of this Club.

D. Newsletter

This committee will publish a newsletter on a regular basis, to inform the membership of items of interest, activities, and events.

E. Youth Programs

This committee will develop and implement cultural and educational activities encouraging youth involvement.

Section 3. From time to time, the President shall appoint with the approval of the Board of Directors, other committees as necessary.

ARTICLE XI: DUTIES OF CHARTERED CLUBS

The duties of this chartered Hawaiian Civic Club include:

- A. To support the purpose, goals and objectives of the respective district councils
- B. To meet regularly (at least once every three (3) months) and to encourage the membership at each meeting.
- C. To submit reports to the Board of Directors of the Association and District Councils, as follows:
  - a. A club roster of members and officers sixty (60) days prior to the convening of the next annual convention together with the per capita dues.
  - b. A list of delegates and alternates to the annual convention, together with the registration fees, thirty (30) days prior to the convening of the annual convention.
  - c. An annual report of club accomplishments.
  - d. Any other report as may be required by either the Association Board of Directors or District Council.
- D. To elect officers and to see that said officers assume their respective duties in accordance with the Constitution and Bylaws of their club.
- E. To send to every annual convention at least one delegate.
- F. To forward to their District Council a report of their intent to dissolve thirty (30) days prior to the anticipated day of dissolution.

ARTICLE XII: CLUB SYMBOLS

- A. Song: He Hawai'i Au
- B. Flower: Naupaka
- C. Colors: Blue, Red, White
- D. Motto: Aloha O Na Kulaiwi

ARTICLE XIII: AMENDMENT TO THE BYLAWS

Any proposed Bylaws or amendments to these Bylaws may be enacted by a majority vote of members present at a regular meeting, provided such amendments have been proposed in writing and presented at the previous general membership meeting.