

**Sovereign Council of
Hawaiian Homestead Associations**

Constitution and By-Laws

As Amended

**August 25, 2019
Pagoda Hotel, Honolulu Hawaii**

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Constitution & By-Laws

Preamble

We, the people of the Sovereign Council of Hawaiian Homestead Associations, do hereby accept and support this constitution and by-laws as set forth by the membership of this Council, our Kahua (foundation) being: `UA MAU KE EA O KA `AINA I KA PONO', (the life of the land is perpetuated in righteousness).

Article I Goals & Objectives

Section 1.1 Goals

The goals of the SCHHA are to (1) unite under the mana of all Hawaii Nei; (2) protect preserve and defend the Hawaiian Home Land Trust as defined in the Hawaiian Homes Commission Act, 1920, as amended, (3) to represent and serve the interests of native Hawaiian beneficiaries, of Hawaiian Homestead Associations and Beneficiary Organizations as described in the HHCA and in 43 CFR Part 47 & 48 to achieve the full intent of the HHCA.

Section 1.2 Objectives

The objectives of the SCHHA are to:

- (1) Protect and insure the Hawaiian Home Land Trust for beneficiaries of the Hawaiian Homes Commission Act so that there is a perpetual trust of land inheritance for generations to come;
- (2) Preserve the life liberty and property of beneficiaries of the Hawaiian Home Land Trust by providing for the practice and preservation of our Hawaiian culture, `ohana, kuleana, and freedom of traditional worship as traditional heirs of the land;
- (3) Defend our inheritance and allow no deprivation of life, liberty or property without due process;
- (4) Assist our members with planning, developing, managing community projects and programs, not limited to, but specifically in Health, Education, Housing, Kupuna Care, Employment, Technology and Social Services;
- (5) Provide our members with technical assistance in policy advocacy, capacity building and knowledge of the rights of beneficiaries;
- (6) Support and strengthen the capacity of Hawaiian Homestead Associations and Beneficiary Organizations governed by HHCA beneficiaries.

Article II SCHHA

Section 2.1 Official Name of the Organization

The name of this organization shall be the “Sovereign Council of Hawaiian Homestead Associations” or the SCHHA. The governing body of the SCHHA shall be called the SCHHA Governing Council.

Section 2.2 Principal Offices

The principal office of the SCHHA shall be located in the State of Hawaii.

Section 2.3 Service Area

The SCHHA service area is defined as any homestead or trust lands within the Hawaiian Home Land Trust as defined under the Hawaiian Homes Commission Act of 1920.

Section 2.4 Governing Council

The SCHHA is a homestead association and beneficiary organization governed by a SCHHA Governing Council consisting of individuals representing federally-defined Homestead Association and Beneficiary Organization members of the SCHHA, elected by SCHHA regions known as Mokuuni and its voting individual members.

Article III Membership

Section 3.1 SCHHA Mokuuni Regions

The islands including Kauai, Oahu, Molokai, Lanai, Maui, Kahoolawe, Hawaii, Niihau, Kaula, Lo`ihi and Lehua are Na Mokuuni Hanaumokunuiakea and all jurisdictions held by our ancient kingdom are designated as Mokuuni by the SCHHA as Kauai, Oahu, Molokai, Maui/Lanai, Hawaii Island, unless otherwise determined by the SCHHA Governing Council and are defined as each island including two miles around, two miles below the ocean’ surface, two miles out to sea and two miles up into the hemisphere.

Members of the SCHHA within the same Mokuuni, may organize within themselves, located on their respective island into a Mokuuni Council and may be an independent, self-governing, and democratic body.

Individual members of the SCHHA, must select a Mokuuni to be affiliated with, by choice of genealogy or other basis determined by the individual member.

Section 3.2 SCHHA Members

There shall be three (3) categories of SCHHA membership:

- A. Voting Homestead Association/Beneficiary Organizational Member.** A Hawaiian Homestead Association or Beneficiary Organization member of the SCHHA is defined as a membership organization controlled by beneficiaries of the HHCA with an elected board of directors of a homestead community in the Hawaiian Home Land Trust or

Waiting List, that is formed for the specific purposes of representing and serving the needs of its homestead and/or beneficiaries.

A Hawaiian Homestead Association may be a member of the SCHHA when sanctioned by a formal membership application approved by the SCHHA Governing Council by a majority vote. Upon approval, the Homestead Association Membership shall enjoy full voting rights in the SCHHA, including elections, resolutions, and other business of the SCHHA.

Application for membership shall be made by Membership Application as provided by the SCHHA.

- B. Voting Individual Member.** An Individual member of the SCHHA is defined as an individual of at least 18 years of age, eligible as a beneficiary defined under the Hawaiian Homes Commission Act of 1920.

An individual may be a member of the SCHHA when sanctioned by a formal membership application approved by the SCHHA Governing Council by a majority vote. Upon approval, the Individual Member shall enjoy voting rights in elections to Moku-puni seats on the SCHHA Governing Council, from the member's same Moku-puni. Any member of a SCHHA Homestead Association, are also considered Individual Members with the same voting rights under this section.

Individual members may only stand for election to a Moku-puni seat on the SCHHA Governing Council if the individual is a member of a Hawaiian Homestead Association or Beneficiary Organization. Individual members may also be appointed to SCHHA Leadership Teams, Committees, and Positions.

Application for membership shall be made by Membership Application as provided by the SCHHA.

- C. Non-Voting Individual or Organizational Member.** An Associate member of the SCHHA is defined as an individual or organization that supports the mission of the SCHHA.

An Associate may be a member of the SCHHA when sanctioned by a formal membership application approved by the SCHHA Governing Council by a majority vote. Upon approval, the Associate member may attend SCHHA Meetings without any Voting Rights, however an associate member may be appointed to SCHHA Leadership Teams, Committees and Positions.

Application for membership shall be made by Membership Application as provided by the SCHHA.

Section 3.3 Resignation or Termination of Membership

Any SCHHA Member may resign from the SCHHA through a written notice to the SCHHA. The SCHHA may also terminate a member from its membership for non-compliance of SCHHA policies and procedures.

Section 3.4 Dues, Fees, and Penalties & Identification Cards

The SCHHA shall collect dues and fees from each member. Dues, fees and any delinquent penalties shall be set by the Governing Council and may be a flat fee, or based on homestead area population, or other system approved by the Governing Council.

Each member will be issued a SCHHA Identification Card. Any fees to acquire an ID card, or penalties for failing to display the ID card at SCHHA meetings shall be set by the Governing Council.

**Article IV
Governing Council**

Section 4.1 Governing Council

The Governing Council of the SCHHA is the governing body of the SCHHA and shall consist of 5 representatives representing 5 SCHHA MokuPuni regions – 1 from Kauai, 1 from Oahu, 1 from Molokai, 1 from Maui/Lanai and 1 from Hawaii Island.

Effective at the SCHHA Annual meeting in 2023, the Governing Council shall consist of 11 voting representatives – 2 from Kauai, 2 from Oahu, 2 from Molokai, 2 from Maui/Lanai and 2 from Hawaii Island and 1 immediate past Chairman.

Governing Council representatives shall be elected by Category A and Category B SCHHA members by MokuPuni region.

Any member of the SCHHA in good standing may attend Governing Council meetings, unless otherwise determined by the Chair.

Section 4.2 Powers

The affairs of the SCHHA shall be vested in the Governing Council, to administer the business of the SCHHA, to hire any personnel deemed necessary, enter into agreements and set strategic directions and priorities.

The Governing Council at the discretion of the Chair or quorum of its members, may meet and vote on or take action in person or through telephone, or electronic mail or mail or fax.

Section 4.3 Terms and Vacancies

Members of the Governing Council are elected by Category A and B SCHHA members in good standing by MokuPuni for representatives from the same MokuPuni every 4 years. Membership on the Governing Council immediately terminates upon death, resignation, or removal. Any member of the Governing Council may resign at any time by written notification to the Chair. Any member may also be removed for just cause at any time by an affirmative vote of the

majority of the homestead association members of the SCHHA at a Special Meeting wherein notice must specifically state "purpose of removal".

Vacancies on the Governing Council may be filled by the Governing Council from eligible SCHHA members from the same Mokupuni that created the vacancy. Any appointment is interim until the next SCHHA Governing Council election, wherein the appointment terminates.

Section 4.4 Quorum

A quorum of the Governing Council, unless otherwise prescribed by statute, by the Articles of Incorporation, or by these By-laws, shall consist of a majority of the members of the Governing Council present or their delegated proxy. No business is to be conducted without a quorum.

Section 4.5 Compensation

The members of the Governing Council shall serve without salary but may authorize the payment by the SCHHA of a reasonable compensation and reimbursement for special services rendered by a member of the Governing Council. The SCHHA may authorize a discretionary stipend to the homestead association from which the Governing Council member is from.

Section 4.6 Chair & Vice Chair by Election of SCHHA Homestead Association Members

The officers of the Governing Council shall consist of a Chair, a Vice Chair, a Secretary and Treasurer. The Chair and Vice Chair of the Governing Council, shall be elected by SCHHA homestead association voting members every four years, wherein any elected Mokupuni representatives may run for Chair and Vice Chair. The Secretary and Treasurer positions are elected by the Governing Council. Officers may be re-elected without restriction as to the number of terms.

Section 4.7 Chair and Vice Chair Duties

The Chair shall preside at all meetings of the Governing Council and shall convene meetings and shall conduct such business as shall come before the meeting. He or she shall perform such other duties as may be prescribed by the Governing Council from time to time.

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair and when so acting shall have all powers of and be subject to all restrictions upon the Chair. He or she shall perform such other duties as may be prescribed by the Governing Council from time to time.

Section 4.9 Secretary Duties

The Secretary shall keep or cause to be kept at the principal office of the corporation or at such other place as the Governing Council may determine, the original, or a copy, of these Bylaws as amended or otherwise altered and a book of minutes of all meetings of the Governing Council, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

The Secretary also shall give or cause to be given all notices that are duly given in accordance with the provisions of these Bylaws or as required by law and keep at the principal office of the SCHHA a record containing the name and address of each and any members.

Section 4.10 Treasurer Duties

The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the SCHHA’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and shall deposit or cause to be deposited all funds in the name of the SCHHA in such banks, trust companies, or other depositories as shall be selected by the Governing Council. The books of account and financial records shall at all reasonable times be open to inspection by any member of the Governing Council.

Section 4.11 Chair Emeritus or Immediate Past Chair

A voting member of the Governing Council shall be a Chair Emeritus or Immediate Past Chair that served prior to the current SCHHA Chair. This position ensures continuity of leadership and stability of the SCHHA, shares wisdom and experience, and promotes collaboration and harmony among members of the SCHHA.

Section 4.12 SCHHA Kahu

The SCHHA Kahu is appointed by the SCHHA Chair as a non-voting member of the Governing Council and shall preside over the spiritual well-being at all SCHHA meetings and oversee all traditional and professional protocols and decorum.

Section 4.13 Non-Liability of Governing Council Members

Governing Council members shall not be personally liable for the debts, liabilities, or other obligations of the SCHHA.

**Article V
SCHHA Committees**

Section 5.1 Standing Committees

The SCHHA Governing Council shall establish standing committees through a resolution. Standing committees may consist of a Committee of the Whole; Government Affairs Committee; Health Committee; Education Committee; Housing Committee; Mercantile and Homesteading Committee; and others as determined by the Governing Council. Once established, the SCHHA Chair shall appoint committee chairs from A & B membership.

Section 5.2 Council of Elders

The SCHHA Governing Council may establish a Council of Elders to advise the SCHHA and to be responsible for all issues brought for criminal or ethical actions or violations of cultural/traditional protocols charged against any SCHHA member.

**Article VI
Quarterly and Special Meetings**

Section 6.1 Quarterly Member Meetings

SCHHA member meetings may occur quarterly, by order of the Chair or a majority of the Governing Council members. Notice of any quarterly meeting must be delivered in person or sent by electronic mail or regular mail no less than 5 days from the date and no more than 30

days. The notice shall include the date, time and location, and the general purpose of the meeting.

Section 6.2 Special Member Meetings

Special meetings of SCHHA members may be held at any time and in addition to any quarterly meeting. Notice of any special meeting must be delivered in person or sent by electronic mail or regular mail no less than 5 days from the date and no more than 30 days. The notice shall include the date, time and location, and the general purpose of the meeting.

Section 6.3 Quorum for Quarterly or Special Meetings of the Membership

Quorum for the transaction of business must be established with (1) a majority of Governing Council members; and (2) a majority of the homestead association members of the SCHHA represented by at least one member of the homestead association unless otherwise designated by his/her respective President.

Section 6.4 Voting on Business Items

Each SCHHA homestead association member represented may cast one vote on any item on the agenda of a Quarterly or Special Meeting. Every voting member of the Governing Council may also cast one vote on any item on the agenda of a Quarterly or Special Meeting.

Each SCHHA homestead association may caucus with any of its individual members in attendance on how to cast its vote, however, the designated representative of the homestead association caucus may cast the vote on any item requiring a vote.

**Article VII
Annual Meeting**

Section 7.1 Annual Meeting

The SCHHA shall convene an annual member meeting in a month during the calendar year as determined by the Chair or majority of the Governing Council. Notice of any Annual Meeting must be delivered in person or sent by electronic mail or regular mail no less than 5 days from the date and no more than 60 days. The notice shall include the date, time and location, and the general purpose of the meeting.

The business of the Annual Meeting shall be presided over by the SCHHA Chair and may include reports by any committees, a discussion of policy priorities, and transacting any other business determined by the SCHHA Chair or majority of the Governing Council.

Any SCHHA member may attend the Annual Meeting, as well as guests invited by the SCHHA Chair or Governing Council.

Section 7.2 Annual Meeting Voting

Each SCHHA homestead association member is designated to seat up to 5 delegates of its homestead association. These delegates make up their Homestead Association representatives. Each delegation may caucus within and by majority vote, determine the single vote to be cast on

each SCHHA agenda item at an Annual Meeting. Every member of the Governing Council may also cast one vote on any item on the agenda of the Annual Meeting.

Section 7.3 Quorum for Annual Meeting

Quorum for the transaction of business must be established with (1) a majority of Governing Council members; and (2) a majority of the homestead association members of the SCHHA represented by at least one representative of the homestead association.

**Article VIII
Execution of Instruments, Deposits and Funds**

Section 8.1 Execution of Instruments

The Governing Council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the SCHHA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SCHHA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the SCHHA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Governing Council, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the SCHHA shall be signed by the Treasurer or designee or by the Chair or designee.

Section 8.3 Deposits

All funds of the SCHHA shall be deposited from time to time to the credit of the SCHHA in such banks, trust companies, or other depositories as the Governing Council may select, including a fiscal sponsor, such as the nonprofit Homestead Community Development Corporation or other nonprofit.

Section 8.4 Gifts

The Governing Council may accept on behalf of the SCHHA any contribution, gift, bequest, or devise for the nonprofit purposes of the SCHHA.

**Article IX
SCHHA Records and Reports**

Section 9.1 Maintenance of Records

The SCHHA shall keep at its principal office:

- a) Minutes of all meetings of the Governing Council, committees indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members, if any, indicating their names and addresses and the category of membership held by each member and the termination date of any membership;
- d) A copy of the SCHHA Bylaws as amended to date, which shall be open to inspection by the members, if any, of the SCHHA at all reasonable times during office hours.

Section 9.2 Inspection Rights

Every Governing Council member, Individual or Homestead Association member, shall have the right, at any reasonable time, to inspect all books, records and documents of every kind of the SCHHA and to inspect the physical properties of the SCHHA.

**Article X
Miscellaneous**

Section 10.1 Indemnification of Governing Council Members and Officers

The SCHHA shall indemnify the Governing Council members and officers of the SCHHA to the fullest extent permissible by Hawaii law.

Section 10.2 Amendment of Bylaws

By-laws may be amended, altered or repealed and new by-laws adopted by approval at an Annual Meeting of the SCHHA with a two-thirds vote of the homestead association membership and majority of the Governing Council members present.

**Article XI
Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, as filed with the Department of Commerce and Consumer Affairs, State of Hawai`i, the provisions of the Articles of Incorporation shall govern.

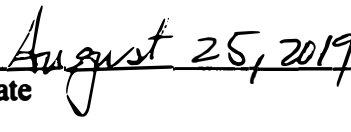
If there is any conflict between the provisions of these Bylaws and the applicable laws of the State of Hawai`i, the applicable laws of the State of Hawai`i shall govern. These Bylaws shall be interpreted so that they are consistent with and conform to the applicable laws of the State of Hawai`i. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

2019 Amendment

This Constitution & By-laws having been considered at the SCHHA Annual Meeting of August 25, 2019, were adopted by at least two thirds vote (2/3rd) of the delegates and a majority of the Governing Council members authorized to cast a vote present.



Duly Elected SCHHA Chairman



Date