

**CONSTITUTION & BYLAWS
OF THE
WAIMĀNALO HAWAIIAN HOMES ASSOCIATION**

ARTICLE I: NAME

The name of this club shall be the Waimānalo Hawaiian Homes Association.

ARTICLE II: PURPOSE AND OBJECTIVES

Section I: The purposes and objectives of this Association shall be:

1. To promote the welfare of its members in home, school, church and community;
2. To raise the standards of home life of its members;
3. To secure adequate laws for the care and protection of the property and children of its members; and
4. To develop between its members and government officials, such united efforts as will secure for every member, the Rehabilitation Program of Act 1920, HAWAIIAN HOMES COMMISSION.

Section II: To accomplish these purposes and objectives, this Association shall:

1. Be organized exclusively for Article II, Purposes and Objectives, Section I, Items 1 through 4, and for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
2. Have the General Membership hold the authority to exercise all the powers conferred upon corporations formed under the Hawaii General Non-Profit Corporation Law in order to accomplish its charitable and educational purposes, including but not limited to, the power to accept donations of money and property, whether real or personal or any interest therein, wherever situated, provided that only such powers shall be exercised by a non-profit corporation described in Section 501 (c) (3) of the Internal Revenue Code, as amended, nor shall it enjoy directly or indirectly and activity which would cause the loss of such qualifications.
3. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a association exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, of (b) by a association, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. Ensure that the Association is nonprofit in nature and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the Association shall be distributed to its members, directors, or officers, except for services actually rendered to the Association.
5. Upon the dissolution of the Association, assests shall be distributed for one or more exempt purposes within the meaning of Secion 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assests not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the country in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE III: MEMBERSHIP

Section I: Classifications

1. There shall be four (4) classes of membership, namely:

- a. Active Member
- b. Associate Member
- c. Lifetime Member
- d. Honorary Member

2. Classification Definition

- a. Active Member

Any person(s) having met all the qualifications listed in Article III, Section II, of being eighteen (18) years and over shall be qualified as an Active Member. An Active Member in good standing must be current with their dues. An Active Member shall have the privilege and right to vote on all questions. Membership and voting privileges are nontransferable.

- b. Associate Member

Those who do not live on Waimānalo Homestead, but have close affiliations and want to be involved with certain conditions. Associate Members do not have voting privileges, but may be involved in discussions and activities; do not make motions or second motions; are exempt from membership dues; and does not qualify to hold a office or director position.

- c. Lifetime Member

Any person/persons of the age of eighteen (18) years or over, having met all of the qualifications in Article III, Section II, shall be qualified as a Lifetime Member. A Lifetime Member shall have the privilege and right to vote on all questions. Membership and voting privileges are nontransferable. A one-time due payment of two hundred dollars (\$200.00) to the Association per member.

- d. Honorary Member

Any person/persons elected by the general membership in recognition for outstanding and meritorious service to the welfare of the Hawaiian people or Hawaiian communities shall be eligible as an Honorary Member. An Honorary Member shall be exempt from paying dues and assessments and shall not have the right to vote on all questions or to hold an elective office.

Section II: Qualifications

1. Any person(s) having met all of the qualifications at his/her eighteenth (18th) birthday may be qualified for membership.
2. Any person who resides within the limits of the Waimānalo Hawaiian Homestead Land area may be qualified for membership, including Kumuhau and Kakaina.
3. Any person(s) who shall accept the purposes and objectives of these Constitution & Bylaws and the Rules, Regulations and Policies and Procedures may be qualified for membership.
4. Applicant(s) for membership shall or may be required to be screened by the Membership Committee and approved by the Board of Directors.

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Section III: Dues

1. The dues of this Association shall be an annual payment of a set amount per member which is due on or about the First of July of each fiscal year, and/or at the time the member joins.
2. The set dues for a member is ten dollars (\$10.00).
3. A member is delinquent if dues are not paid by the General Meeting at the start of the new fiscal year in July.
4. All rights and privileges as a member are revoked until membership is restored.

Section IV: Resignation

1. A member may withdraw his/her membership from this Association upon a written notice of intention to do so to the President and upon making payments of obligations due to this Association to the effective date of withdrawal.

Section V: Causes for Removal

1. Any member or officer may be asked to resign from this Association if his/her actions, conduct, behavior and affiliations are proven detrimental, destructive or subversive to the Association, its purposes and objectives of these Constitution and By-Laws and its Rules, Regulations and Policies of Procedures.
2. An elected officer or director of this Association who is absent for three (3) successive Board and or regular meetings without a legitimate excuse shall be asked to resign from his/her official duties. Attendance will be managed by the membership chair person; secretary.
3. Causes for removal of any member or officer shall be referred, first to the Board of Directors, and, then, to the General Membership for final action. This action shall be taken by secret vote.

ARTICLE IV: OFFICERS, DIRECTORS, ELECTIONS AND COMMITTEE CHAIRS

Section I: Officers and Directors

1. The Officers of the Association shall be the President, Vice President, Secretary, and the Treasurer.
2. Qualifications:
 - a. Must be an Active Member for one year.
 - b. Must have attended at least six (6) monthly meetings.
 - c. Chair of a standing committee or chair of a subcommittee of a standing committee for at least six (6) months. Attendance will be managed by the Chair. List of the subcommittees of the standing committees to be determined by the standing committee.
 - d. Member must be in good standing and serve as a committee chairperson before running for an officer's seat.
3. The Officers and Directors shall constitute the Board of Directors.
 - a. President: Must present both verbal and written community plans on how they will benefit the community.
 - b. Vice-President: Must present both verbal and written community plans on how they will benefit the community.
 - c. Treasurer: Must submit a resume of financial experience.
 - d. Secretary: Must submit a resume and describe work experience.

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4. The minimum number of members on the Board of Directors shall be five (5), but no more than (7).
5. The Directors of the Association shall be two (2) elected members.

Section II: Election

1. The officers and directors shall be elected by the members who are present and in good standing at the regular meeting held in June of each Fiscal Year by secret ballot.
2. The officers and directors shall be installed in July and shall execute their official duties at the regular meeting held in July of each Fiscal year.

Section III: Term Limits

1. President: For a term of three (3) years, the President shall serve not more than two (2) consecutive terms in the same elective office.
2. Vice-President, Secretary, and the Treasurer: For a term of three (3) years, these officers shall serve no more than four (4) consecutive terms in the same elective offices.
3. Directors: For a term of three (3) years, these Directors shall serve no more than four (4) consecutive terms in the same elective office.

Section IV: Vacancy

1. A vacancy occurring in an elective office, EXCEPT that of the President, shall be filled for the unexpired term by a member in good standing, elected by a majority vote of the membership present at a regular meeting.
2. A vacancy occurring in the office of the President shall be filled by the Vice-President.

Section V: Duties of the President

1. The President shall preside at all meetings of the Association and the Board of Directors.
2. The President shall sign all correspondence and countersign all checks for payment.
3. The President shall appoint all standing and special committees subject to approval of the Board of Directors.
4. The President shall serve as ex-officio on all committees EXCEPT that of the Nominating Committee.
5. The President shall determine the method for the tie breaker for all board actions, as directed by Robert's Parliamentary Rules.
6. The President shall submit an operating budget to the Board for approval.
7. With Board approval, the President will present the budget to the General Membership annually. Fiscal year ends on June 30th. New fiscal year starts July 1st.

Section VI: Duties of the Vice President

1. The Vice-President shall perform the duties and have full authority to act in the place and stead of the President in the absence of the President to perform official duties.
2. The Vice-President shall perform all other duties as may be directed by the Board of Directors.
3. The Vice-President shall oversee and work with the committee chairs.

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Section VII: Duties of the Secretary

1. Keep an accurate log of the members and guest(s) who attend the meetings.
2. Verify with all committees the members of said committee.
3. Correspond to all written inquiries as directed by the President.
4. Record all of the acts and proceedings at all meetings.
5. Keep a neat and accurate file of all correspondence and minutes of the association, and all other books and documents not required to be kept by the Treasurer.

Section VIII: Duties of the Treasurer

1. The Treasurer shall safely keep all funds, securities and other evidence of property of the Association and make safe deposit of the same in such depositories as shall be designated by the Board of Directors.
2. The Treasurer shall write all checks payable and sign all disbursement as the Association shall direct and present same to the President for countersigning.
3. The Treasurer shall keep proper books of account of all receipts and disbursements and expenditures of the Association and shall have general supervision and responsibility for the books and accounts of the Association.
4. The Treasurer's books, upon approval, may be requested by the members of the Association at any meeting and to the Board of Directors.
5. The Treasurer shall make a monthly report of the financial standing of the Association at its board meeting.
6. The Treasurer shall file with Department of Regulatory Agencies, Business Registration Division, State of Hawaii, and the Association's Annual Corporation Exhibit.
7. The Treasurer shall attend to such other matters as may be properly appurtenant to the office of the Treasurer or any of the duties herein delegated to this office of which the Board of Directors may direct.

Section IX: Duties of the Directors

1. Shall manage the affairs of the Association.
2. Ascertain the incoming members are properly informed and initiated in the Association.

ARTICLE V: GOVERNING AUTHORITY

Section I: Power of Authority

1. The governing authority of this Association shall be vested in the general membership.
2. The Board of Directors shall present approved RECOMMENDATIONS to the general membership present at a regular or special meeting for their approval.

Section II: Indemnification

All claims, suits or declarations against any officer(s), director(s), and its members of the Waimanalo Hawaiian Homes Association, hereinafter known as, "Association", its Board and its affiliations and agents in doing business with or representing the Association in any capacity, whether in public or private, shall indemnify and hold harmless from and against any and all losses, claims, injury, damages, including but not limited to interest in or to claim for property damage, personal injury, or death all costs resulting from the acts or omissions of the Association and its affiliations with this organization and its activities.

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ARTICLE VI: MEETINGS

Section I: Regular Meeting

1. The regular meeting shall be held on the odd months of the calendar year: January, March, May, July, September, November.
2. The regular meeting will be on the first Monday of the month unless there is a conflict, such as, a holiday or special event. If such circumstance arises, the meeting will be on the first Tuesday of the month. Visual signs and electronic mail notifying community of the general membership meeting to include the date, time and location will be posted.
3. The meeting will be called at 7:00 p.m.

Section II: Special Meeting

1. A special meeting may be called by the President.
2. A special meeting may be called by three (3) members of the Board of Directors.
3. A special meeting may be called by a written request of eleven (11) members in good standing.

Section III: Quorum

1. The quorum of a regular or special meeting of the Association must have seven (7) members in good standing.
2. The quorum of a Board of Directors' meeting must have three (3) board members in good standing.

Section IV: Board of Directors Meeting

1. The Board of Directors shall hold a meeting once a month.
2. The meeting will be held on the last Monday of the month unless there is a conflict, such as, a holiday or special event the meeting will be on the last Tuesday of the month, following the Monday.
3. The meeting will be called at 7:00 p.m.

ARTICLE VII: ORDER OF BUSINESS

Section I: Regular and Board of Directors Meetings

1. Call to order by President of Presiding Officer: Opening Remarks
2. Aha Mele
3. Pule Wehe – Opening Prayer
4. Approval of Agenda
5. Reading and Adoption of Minutes
6. President's Report
7. Treasurer's Report
8. Correspondence
9. Committee Reports
10. Unfinished Business
11. New Business
12. Announcements
13. Pule Ho'oku'u - Adjournment

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ARTICLE VIII: COMMITTEES

Section I: Standing Committees

1. Economic Development
2. Education/Historian
3. Health and Welfare/Hospitality
4. Membership
5. Ali'i Celebration

Section II: Duties of the Economic Development Committee

1. The Committee shall identify and advise on economic development in Waimanalo for the purpose of economic vitality and growth.

Section III: Duties of Education Committee

1. The Committee shall plan and promote the programs for the education and development of students and adults of the Waimanalo Hawaiian Home Lands.
2. The Committee shall maintain a close working relationship with school officials.
3. The Committee shall review all applicants and the qualifications of all potential scholarship grants and report recommendations to the Board of Directors as set forth in the WHHA Financial Policies and Procedures.
4. The Committee shall maintain an accurate and up-to-date accounting of all funds, disbursements, and awards of any scholarship.

Section IV: Duties of Health and Welfare Committee/Hospitality

1. The Committee shall visit the sick and needy.
2. The Committee shall report on the health status of current members of the Association.
3. The Committee shall develop a spirit of friendliness among the members of the Association and contribute to the pleasure and comfort of guests.
4. The Committee shall promote health and welfare events and activities for the Association and Community in partnership with related health agencies.

Section V: Duties of the Membership Committee

1. The Committee shall recruit new members.
2. The Committee shall screen and process all applications.

Section VI: Duties of the Ali'i Celebration Committee

1. The Ali'i Celebration Committee shall oversee all Ali'i celebration activities to include, but not limited to: Prince Kuhio Celebration, King Kamehameha Celebration, and Onipa'a.
2. A member of this Committee shall be a representative to the King Kamehameha Celebration Commission approved by the Board.

Section VII: Composition of Committees

1. The composition of a committee must have three (3) members who are in good standing.
2. The Chairperson will be selected among the committee members.
3. Each chair will manage the attendance of its committee.

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Section VIII: Ad Hoc Committees

1. Ad Hoc Committees shall be approved by the Board of Directors and perform its duties designated for that purpose.
2. The Committee, after performing such duties as designated for such purpose, shall submit its final written report to the Association and thereupon its duties shall be terminated.

Section IX: Reports

1. The Standing Committees shall submit their committee's annual written report at the close of the Fiscal Year ending June 30th and/or at the first regular meeting held in July of the new Fiscal Year.

ARTICLE IX: AMENDMENTS

The Articles of these Constitution and By-Laws of this Association may be amended at any regular meeting by a two-thirds (2/3rd) vote of the general membership present, provided that notice of the proposed amendment shall have been given to all members in good standing, thirty (30) days before the date of the meeting.

ARTICLE X: RULES OF ORDER

The parliamentary rules contained in "ROBERTS RULES OF ORDER NEWLY REVISED," shall govern this Association in all cases in which they are applicable and not inconsistent with these Constitution and By-Laws.

ARTICLE XI: RULES, REGULATIONS, POLICIES AND PROCEDURES

1. There shall be Rules, Regulations, Policies and Procedures for the regulation of any activities conducted by or under control of this Association, provided, that these procedures are not in conflict with the Constitution and By-laws of the Association.
2. These procedures shall be binding and shall be attached to this Constitution and Bylaws.
3. These procedures may be amended at any regular meeting of the membership by a two-thirds (2/3rd) vote of the members present and of good standing.

The Revision of this Constitution and By-Laws as amended having been in compliance with proper notice for said Amendments as prescribed in Article IX of the Constitution and By-Laws of the Waimanalo Hawaiian Homes Association, was adopted at the regular meeting held on:

By a (2/3rds) voted of the general membership present.

Amended: March 1, 1960

Amended: December 5, 1966

Amended: February 3, 1969

Amended: August 6, 1975

Amended: January 31, 1993

Amended: May 3, 1993

Amended: October 7, 1996

Amended: November 3, 1997

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Amended: November 3, 2008

Amended: March 2, 2015

Amended: June 4, 2018