

Northwest Hawai'i 'Ohana
A Washington Non-Profit Corporation
By Laws

(Revised January 8, 2011)

Table of Contents

Article I – Name

Article II – Purpose

Article III – Membership

Article IV – Board of Trustees

Article V – Officers

Article VI – Contracts and Loans

Article VII – Fiscal

Article VIII – Seal

Article I – Name

The name of this non-profit corporation shall be The Northwest Hawai'i 'Ohana, herein referred to as the "Ohana."

Article II – Purpose

The purpose for this non-profit corporation is to foster the cultural, social and educational needs of its membership by offering opportunities for its members to participate in a variety of events and programs that the membership may wish to undertake. These events and programs will be designed to celebrate the cultural diversity of the people of Hawai'i.

Article III – Membership

1. Eligibility

The membership of the 'Ohana shall be open to all persons with an interest and care for Hawai'i and its culture, regardless of their race, color, creed or origins of birth.

2. Composition

The membership of the 'Ohana shall be comprised of ADULT members and FAMILY members. A member may be designated as an ADULT or FAMILY member either by his/her own decision or when the member meets or fails to meet the definition of an ADULT or FAMILY member as defined below.

- a) ADULT (18 years or older): An ADULT member is willing and able to assume an active role in the on-going functions of the 'Ohana. He/She is expected to kokua, to the best of his/her abilities, in the organization, planning, and participation in programs and events and should maintain an active interest in the concerns of the 'Ohana. Active members, in good standing, shall be entitled to vote on any matter that is brought before the membership.
- b) FAMILY: A FAMILY member is not able, for any reason, to be an ADULT member but wishes to maintain a social relationship with the 'Ohana. FAMILY members may attend any meeting and participate in any program or event of the 'Ohana but are not entitled to vote on any matter.

When a change of designation is warranted, an effort shall be made to ensure that the change be made by mutual agreement of the Board of Trustees and the individual member.

3. Initiation

There shall be no initiation fee levied.

4. Dues

There are no membership dues to join the 'Ohana. An annual donation of \$ 10 is suggested but not a requirement of the membership.

5. Termination of Membership

A member's affiliation with the 'Ohana may be terminated for the following reasons:

- a) A written letter of resignation by the member.
- b) For conduct that, in judgment of the Board of Trustees and duly ratified by a two thirds majority of the voting membership present at a scheduled emergency meeting, is unbecoming to the morality, ethics, or spirit of the 'Ohana. The member shall have an opportunity to explain his/her actions and the voting on such a matter shall be by written ballot.

6. Regular Meetings

Regular meetings of the 'Ohana shall be held as per a meeting schedule that will be determined by the President and the Board of Trustees. Circumstances may require that this schedule be adjusted, from time to time.

7. Annual Meeting

The annual meeting of the membership shall be held within the first 3 months of a new calendar year or at such time that may be reasonably available for such a meeting. This meeting may be a regular meeting so designated for the purpose of a regular meeting.

8. Special Meetings

Special meetings of the members, for any urgent business of the 'Ohana, may be called by the president or by the trustees or by 10% of the ACTIVE membership to discuss urgent matters of the 'Ohana.

9. Place of Meetings

The place of any meeting shall be determined for each meeting as situations and places allow. Meetings may be held within or without the State of Washington, unless otherwise prescribed by statute, as the place of the meeting called by the Trustees.

10. Notice of Meetings

Regular meetings in written or printed notice stating the place, day and time of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days nor more than thirty (30) days before the date of the meeting, either by phone, mail or electronic mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the 'Ohana, with postage thereon prepaid.

11. Eligibility to Vote

All ADULT members of the 'Ohana, in good standing, are eligible to vote to any matter presented to the membership for a vote in a manner consistent with the rules of Voting as stated in Article III Section 14. An exception to this rule shall be made for the first election that is held following the ratification of these by-laws where any current member wishing to vote may do so.

12. Quorum

At an official meeting of membership, a quorum shall consist of a minimum of seven (7) ADULT members that are present at such meeting.

13. Proxies

No proxies will be allowed for any reason.

14. Voting

For the purposes of elections and voting, the President shall appoint two Regular Members to form an Elections Committee. Such appointment shall be approved by the Board of Trustees.

Each member entitled to vote shall be entitled to one vote per person. The method of voting shall be in the order of 1) a voice vote, 2) a hand vote, as required or requested, 3) by written ballot. All questions shall be decided by a simple majority vote except as required for special matters as stated in these by-laws.

15. Mail-in Balloting

Mail-in Ballots will be accepted in certain “special” voting situations. These include:

- (1) Election of officers.
- (2) Termination of a member or officer.
- (3) Amendment(s) to these by-laws.

Mail-in ballots must be received by the Elections Committee prior to the announcement date of meeting where the matter in question will be decided. These ballots will be opened and tallied after the matter has been duly voted upon, and their results included with the tally of votes of the membership present.

16. Order of Business

The order of business at all meetings of the members shall be as follows:

1. Call to order.
2. Reading of minutes of the previous meeting.
3. Reports of the Officers.
4. Reports of Committees.
5. Unfinished business.
6. New business.
7. Committee meetings as required.
8. Adjournment.

Article IV – Board of Trustees

1. General Powers

The business and affairs of the 'Ohana shall be managed by its Board of Trustees. The Trustees shall in all cases act as a board, and they may adopt rules and regulations for the conduct of their meetings and the management of the 'Ohana, as they may deem proper, not inconsistent with these by-laws and the laws of the State of Washington.

2. Composition

The Board of Trustees shall consist of (10) members an elected President, Vice-President, Secretary and Treasurer and six board members. The Board may appoint two additional Board members as needed. Other members of the Board will consist of the chairpersons of all current permanent and temporary committees as may be established by the Board. The Trustees shall hold office until the next annual meeting of the membership and until his/her successor shall have been duly installed. Immediate outgoing officers will be extended an invitation to serve on the Board of Trustees.

3. Eligibility

Any member meeting the requirements of an ADULT member and eligible to vote may be considered eligible to be an officer of the 'Ohana.

4. Regular Meetings

The Board of Trustees shall hold regular meetings as per a schedule that the Board, in its judgment, may determine according to the demands of current projects.

5. Special Meetings

A special meeting to discuss urgent matters of the 'Ohana may be called by a minimum of three (3) members of the Board.

6. Notice

Notice of Regular and Special meetings shall be by phone, mail or electronic mail, as required, no less than seven (7) days prior to such meeting, or as special circumstances may allow as long as a quorum is maintained.

7. Quorum

For the purposes of voting, five (5) members of the current Board present or represented at any meeting of the Board shall constitute a quorum.

8. Voting

Voting on any matters presented before the Board of Trustees shall be in the order of 1) a voice vote, 2) a hand vote, as required or requested, or 3) by written ballot. All questions shall be decided by a simple majority vote except as required for special matters as stated in these by-laws.

9. Proxies

No proxies shall be allowed for any reason.

10. Manner of Acting

Governed by the general Robert's Rules of Parliamentary Procedures or some such other protocols as adopted by the Board.

11. Termination

A member of the Board of Trustees may be removed from the Board for reasons that a two-thirds majority of the ADULT voting membership may deem appropriate. Such action must be by written ballot and without prejudice to the Board member's qualifications as a member of the 'Ohana.

12. Vacancies

Should a member of the Board of Trustees be unable to fulfill the obligations of office due to resignation, death or removal, the Board may appoint an ADULT member of the 'Ohana to complete the unexpired term.

Article V – Officers

1. Number

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, each of whom shall be elected by the full ADULT membership in good-standing and entitled to vote. Such other officers as may be deemed necessary may be elected or appointed by the trustees.

2. Eligibility For Office

Any ADULT member entitled to vote at any meeting of the 'Ohana shall be eligible to hold an office of the 'Ohana.

3. Elections and Term of Office

The officers of the 'Ohana shall be elected at the Annual General Meeting of the membership. The term of office shall be 2 years. The position of President, Treasurer and three (3) Board members shall be elected on odd numbered years. The position of Vice-President, Secretary and three (3) Board members shall be elected on even numbered years. Other members of the board established by the Board of Trustees shall serve a term of one year.

Each officer shall hold office until his/her successor has been duly elected and installed or until his/her death or until he/she resigns or shall be removed in the manner herein after provided.

4. Removal

Any officer elected by the ADULT membership or appointed by the Board of Trustees may be removed by a two thirds majority vote of the ADULT membership entitled to vote on such matters.

5. Vacancies

A vacancy in any office due to death, resignation, removal, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

6. President

The President of the 'Ohana shall:

- i. Prepare the agenda and preside at all meetings of the membership.
- ii. Prepare the agenda and preside at all meetings of the Board of Trustees.
- iii. Appoint chairpersons of all permanent and temporary committees as required.
- iv. When required, countersign checks with the treasurer when a disbursement shall exceed fifty (\$50.00) dollars.
- v. Be entrusted the current symbols of office.

7. Vice President

The Vice-President of the 'Ohana shall:

- i. Support the President in his/her efforts.
- ii. In the absence of the President, shall assume the President's duties, with all authority and responsibility.
- iii. Maintain the 'Ohana's physical property and have knowledge of the location of said property.

8. Secretary

The Secretary of the 'Ohana shall:

- i. Keep the minutes of all meetings of the membership and board of trustees and shall maintain a record of these minutes in an organized fashion, as required by law.
- ii. Conduct the correspondence of the 'Ohana and maintain a record of said correspondence.
- iii. Prepare and send required notices of meetings to the membership.
- iv. In the absence of both the President and Vice-President for temporary reasons, shall assume the duties of the President.

- v. Be entrusted with the Corporate Seal.

9. Treasurer

The Treasurer of the 'Ohana shall:

- i. Be responsible for the 'Ohana's funds.
- ii. Maintain the 'Ohana's financial records.
- iii. Be the main signatory on the 'Ohana's checking account and countersign checks with the President, when required, for expenditures exceeding fifty (\$50.00) dollars.
- iv. Prepare all financial reports and reports to the board of trustees and the membership on a regular basis the financial condition of the 'Ohana.
- v. Prepare all financial reports as required by government agencies.
- vi. When required, maintain a financial knowledge of any and all major functions and assist the chairperson of said function in the preparation of financial reports to the membership.

Article VI – Contracts and Loans

1. Contracts:

The Board of Trustees of the 'Ohana shall have the authority to negotiate and sign contracts for the purpose of satisfying the requirements of any event or program that the 'Ohana may undertake. All request for funds must be submitted to the Board of Trustees as a written request.

2. Loans:

The President, Vice-President, Secretary and Treasurer have the authority to negotiate and sign loans for the 'Ohana. Such loans must be presented to the Board of Trustees for approval. Such loans must be signed by no less that two Officers of the 'Ohana. Major loans and obligations greater than an amount specified by the Board, shall require approval of the current ADULT membership.

Article VII – Fiscal

The fiscal year of the corporation shall begin on January 1 in each calendar year.

Article VIII – Seal

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of the incorporation, year of incorporation and the words, “Corporate Seal.”

These by-laws of the Northwest Hawai’i ‘Ohana were adopted and duly ratified by a majority of the ADULT membership present at the duly certified meeting of the ‘Ohana held on the 10th day of December, 1995.

These by-laws of the Northwest Hawaii ‘Ohana were amended or changed, adopted and ratified by a majority of the ADULT members present at the duly certified meeting of the ‘Ohana held on:

22nd day of June, 1997

4th day of October, 2007

25th day of January, 2009

8th day of January, 2011

Brenda Ancheta

President, Northwest Hawai’i ‘Ohana

Jason Pauls

Vice President, Northwest Hawai’i ‘Ohana