



## BYLAWS OF HAWAI'I ALLIANCE OF NONPROFIT ORGANIZATIONS

(A Hawai'i Nonprofit Corporation)

### Article I. – General

1. Name and Purpose. The name of the corporation shall be Hawai'i Alliance of Nonprofit Organizations (hereinafter referred to as the "Corporation"). The purpose of the Corporation shall be as set forth in the Articles of Incorporation.
2. Principal Office. The principal office of the Corporation shall be located within the State of Hawai'i, as the Board of Directors shall determine.
3. Registered Agent and Office. The Corporation shall maintain a registered office and a registered agent in the State of Hawai'i. The registered office may, but is not required to, be identical with the principal office.

### Article II. – Members

1. Classes of Members. Members of the Corporation shall be divided into the following classes: General Members and Supporting Members. The General Members and the Supporting Members (collectively, the "members") shall have the rights, privileges and obligations set forth in these Bylaws and as otherwise determined by the Board of Directors. The Board of Directors shall have the authority to create subclasses of General Members and subclasses of Supporting Members, having the respective qualifications, rights, privileges and obligations as determined by the Board of Directors.
2. Qualifications of Members.
  - a. General Members shall be organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding section of any future Internal Revenue law). General Members shall also meet such other requirements and shall comply with such procedures for admission as shall be determined by the Board of Directors.
  - b. Supporting Members shall be individuals, corporations, associations, trusts, partnerships, limited liability companies, and other business or nonprofit organizations which are interested in supporting the mission and objectives of the Corporation. Supporting Members shall also meet such other requirements and shall comply with such procedures for admission as shall be determined by the Board of Directors.
3. Voting Rights.
  - a. Each General Member shall have the right to one (1) vote on any matter submitted to a vote of the members. A General Member shall specify in writing to the Corporation the person or persons (or the title of

the person or persons) authorized to cast the vote on behalf of such General Member. In the event that more than one person is authorized to cast the vote on behalf of a General Member and such persons are unable to agree among themselves as to how the vote shall be cast, the General Member shall lose its right to vote on the matter in question.

- b. Supporting Members shall not have the right to vote.
4. Fees and Dues. The members shall be required to pay to the Corporation such initiation fees, annual dues and other fees as determined by the Board of Directors.
  5. Suspension or Termination. The Board of Directors may suspend or terminate the membership of any member upon not less than fifteen (15) days' prior written notice including the reasons therefore. Prior to the effective date of the suspension or termination, the member may request a hearing before the Board of Directors, which request shall suspend the action until the later of the date originally set for suspension or termination or the date on which a final determination is reached under this Section. The Board of Directors shall, upon receipt of a request for a hearing, permit the member to appear before it and to present argument and evidence on the member's own behalf at least five (5) days before the effective date of the suspension or termination. The Board of Directors shall consider such information and shall notify the member of its decision in writing. The suspension or termination of a member shall not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to such suspension termination. Failure to timely pay any fees or dues shall constitute grounds for the suspension or termination of a member. A suspended member shall not have the right to vote and shall be subject to such other sanctions as determined by the Board of Directors.
  6. Transfer of Membership. Membership in the Corporation is not transferable or assignable, and any attempted transfer or assignment shall be void.
  7. Meetings. Meetings of the members of the Corporation shall be held in the following manner and at the following times:
    - a. The annual meeting of the members of the Corporation shall be held each year on a date to be designated by the Board of Directors.
    - b. Special meetings of the members of the Corporation shall be held whenever called by the Chair or by the Board of Directors. Special meetings of the members shall also be held upon the written demand of at least five percent (5%) of the General Members, describing the purpose for such meeting.
  8. Notice of Meetings. Notice of the annual meeting or any special meetings, stating the place, day, and time of the meeting, shall be delivered not less than ten (10) nor more than sixty

(60) days before the date of the meeting. The notice shall include a description of any matter or matters that must be approved by the members and, in the case of a special meeting, a description of the purpose or purposes of the meeting. The notice shall be given by or at the direction of the Chair, the Secretary or other persons calling the meeting, and shall be delivered in person, by telephone, by mail or by electronic transmission to each member, whether or not the member is entitled to vote. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the books of the Corporation. Notice may be given to any member by electronic transmission, provided that the member shall have consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the member has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the member has consented to receive notice, if transmitted by facsimile telecommunication. If a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if it is announced at the meeting before adjournment.

9. Waiver of Notice. A member may waive notice at any time in a signed writing or by electronic transmission delivered to the Corporation. The attendance of a member at any meeting shall constitute a waiver of notice of the meeting, except where the member at the beginning of the meeting objects to the holding of the meeting or the transaction of any business because the meeting has not been lawfully called or convened. The attendance of a member at any meeting shall also constitute a waiver of any objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, except where the member objects to considering the matter when it is presented.
10. Quorum and Voting. At any meeting of the members, the presence of at least ten percent (10%) of the General Members shall constitute a quorum. The concurring vote of a majority of the General Members constituting a quorum shall be valid and binding upon the Corporation, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.
11. Proxies. Voting by proxy shall not be permitted at any meeting of the members.
12. Action by Written Consent. Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if at least eighty percent (80%) of the General Members (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken. All such consents shall be delivered to the Secretary of the Corporation for filing with the corporate records.

### **Article III. – Board of Directors**

1. Powers of Board of Directors. All of the corporate powers of the Corporation whether set forth generally, specifically, or by implication in its Articles of Incorporation or in these Bylaws, shall be vested in and exercised by the Board of Directors.
2. Number and Qualifications of Directors. The Board of Directors shall consist of not less than eleven (11) nor more than twenty-one (21) directors, the exact number to be determined by the Board of Directors. At least a majority, but not more than seventy-five percent (75%), of the Board of Directors shall be comprised of General Member Executives (as hereinafter defined). A General Member Executive shall mean the highest ranking staff person (i.e., Executive Director, Chief Executive Officer or President) of a General Member or, if a General Member does not have any staff persons, the presiding officer (i.e., Chair or President) of such General Member. Each of the remaining directors shall be a Supporting Member or designated representative of a Supporting Member.
  - If a director is a General Member Executive at the time of such director's election to the Board, such director shall be deemed to have resigned in the event that, at any time during the director's term, the director is no longer the highest ranking staff person of a General Member or, if a General Member does not have any staff persons, the presiding officer of such General Member. If a director is a Supporting Member or a designated representative of a Supporting Member at the time of such director's election to the Board, such director shall be deemed to have resigned in the event that, at any time during the director's term, the director is no longer a Supporting Member or a designated representative of a Supporting Member.
3. Term. Each director shall be elected for a term of three (3) years and shall serve until his or her successor is duly elected and qualified, provided that a director may be elected to an initial term of less than three (3) years in order to achieve, as nearly equal as possible, the expiration of the terms of one-third (1/3) of the directors each year. No director may be elected for more than two (2) successive three-year terms, provided that (i) the election of a director to fill an unexpired term or for an initial term of less than three (3) years shall not be counted towards the two-term limit, and (ii) a director shall be eligible for reelection to the Board if such Director remains off the Board for one (1) year.
4. Election. The Board of Directors shall be nominated in accordance with policies and procedures adopted by the Board of Directors. The Board of Directors shall be elected by a plurality vote of the General Members at the annual meeting or at a special meeting called for that purpose. The election of directors may be conducted by mail, if authorized by the Board of Directors.
5. Meetings. The Board of Directors may hold regular or special meetings at the principal office of the Corporation or such other place as may be designated by the Chair. Meetings may be called by the Chair or twenty percent (20%) of the directors. Any meeting of the Board of Directors, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can communicate with one another, and all such directors shall be deemed to be present in person at the meeting.
6. Notice. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings shall be preceded by at least two (2) days' written notice of the date, time and place of meeting. Such notice shall be given by or at the direction of the Chair or other persons calling the meeting. Such notice shall be delivered in person, by telephone, by mail or by electronic transmission to each director. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the director at the director's address as it appears on the records of the Corporation. Notice may be given to any director by electronic transmission, provided that the director shall have

consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the director has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the director has consented to receive notice, if transmitted by facsimile telecommunication. Any director may waive notice of any meeting provided such waiver is made in writing and signed by the director entitled to the notice or is transmitted by electronic transmission, and delivered to the Corporation for inclusion in the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director at the beginning of the meeting or prior to the vote on any matter not noticed in conformity with law, these Bylaws, or the Articles of Incorporation, objects to lack of notice and does not thereafter vote or assent to the objected to action.

7. **Quorum.** A majority of the Board of Directors then in office shall constitute a quorum at any meeting of the Board of Directors. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. Except as may be otherwise provided by these Bylaws, a majority of the directors present may adjourn from time to time without further notice until a quorum be had.
8. **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken. The consent shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent or gives consent by electronic transmission, unless the consent specifies a different effective date.
9. **Removal and Resignation.** The entire Board of Directors or any individual director may be removed from office, with or without cause, by a majority vote of the members at a meeting called for that purpose. The Board of Directors may remove any director who fails to attend (i) three (3) consecutive regular meetings of the Board, or (ii) a majority of the meetings of the Board in any calendar year. Any director may resign at any time by giving written notice to the Chair or the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice; or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
10. **Vacancies and Substitute Directors.** Any vacancy occurring in the Board of Directors may be filled by the Board of Directors or, if the directors remaining in office constitute less than a quorum, by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve for the remainder of the unexpired term.

#### **Article IV. – Officers**

1. **Officers and Terms.** The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. Each officer shall be elected by the Board of Directors for a term of one (1) year and shall serve until his or her successor is duly elected. No officer may serve in the same office for more than two (2) successive terms. There may be such other officers and agents of the Corporation with such powers and duties as the Board of

Directors may deem appropriate, who shall be appointed to serve at the pleasure of the Board of Directors.

2. **Removal and Resignation.** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer shall not of itself create contract rights. Any officer may resign at any time by delivering written notice to the Chair or to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.
3. **Vacancies.** Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
4. **The Chair.** The Chair shall: (i) preside at all membership meetings and at all meetings of the Board of Directors; (ii) call such meetings of the Board of Directors as are herein provided for and such other meetings as shall be required; and (iii) perform such other duties as may be prescribed by the Board or these Bylaws. The Chair shall be an ex-officio member of all standing and ad hoc committees.
5. **The Vice-Chair.** The Vice-Chair shall assist the Chair in the performance of his or her duties and shall perform the duties of the Chair during the absence or disability of the Chair. The Vice-Chair shall perform such other duties as may be prescribed by the Board.
6. **The Treasurer.** The Treasurer shall be responsible for: (i) overseeing the custody and investment of all funds, securities and assets of the Corporation; (ii) preparing or causing to be prepared financial statements showing revenues and expenditures of the Corporation and assets and liabilities of the Corporation; and (iii) attending to such other duties as may be prescribed by the Board of Directors.
7. **The Secretary.** The Secretary shall be responsible for: (i) assuring the keeping the records of the Corporation, including the minutes of all the meetings; (ii) giving or causing to be given notice of all meetings of the Board of Directors and the members; and (iii) attending to such other duties as may be prescribed by the Board of Directors.

#### **Article V. – Execution of Instruments**

1. **Proper Officers.** Except as otherwise provided by law, these Bylaws or by resolution of the Board of Directors, all checks, notes, bonds, deeds, leases, contracts and other documents or instruments shall be signed, executed and delivered by the Chair and the Treasurer, provided that no sale, conveyance or other alienation and no mortgaging or other encumbering of real property, shall be affected unless it shall first have been approved by the Board of Directors, and provided further that the Board of Directors may from time to time by resolution authorize checks, agreements, certificates and documents of any nature to be signed, executed and delivered by such officers, agents or employees of the Corporation, or any one of them, in such manner as may be determined from time to time by the Board of Directors.

#### **Article VI. – Committees**

1. **Board Committees.** By resolution adopted by a majority of the directors in office, the Board of Directors may designate and create one or more Board committees and appoint members of the Board of Directors to serve on them. A committee shall have such powers and authority as the Board of Directors shall

delegate to it, except that no such committee shall have the power to do any of the following:

- a. Authorize the payment of a dividend or the distribution of any part of the income or profit of the Corporation to the directors or officers;
- b. Approve or recommend to the members the dissolution or merger of the Corporation or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- c. Elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or
- d. Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

The designation of a committee and the delegation to it of authority shall not relieve the Board of Directors, or any member of such, of any responsibility imposed by law.

2. Standing Committees. There shall be the following standing committees: an Executive Committee, a Finance Committee and a Nominating Committee.
  - a. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and such other directors as may be appointed by the Board of Directors. The Chair shall be the chairperson of the Executive Committee.
  - b. The Finance Committee shall consist of the Treasurer and at least three (3) other directors. The Treasurer shall be the chairperson of the Finance Committee.
  - c. The Nominating Committee shall consist of at least three (3) but not more than five (5) directors.
3. Ad Hoc Committees. There shall be such ad hoc committees as the Board of Directors shall from time to time deem proper for the efficient conduct of its affairs. The duties, time limit, jurisdiction and powers of each ad hoc committee shall be determined by the Board of Directors, provided that an ad hoc committee shall have no power or authority to act on behalf of the Board of Directors. Each ad hoc committee shall consist of at least one (1) director and such other persons appointed by the Chair. The chairperson of each ad hoc committee shall be a director of the Corporation.

#### **Article VII. – Indemnification**

1. Indemnification. To the fullest extent permitted by Hawai'i law, the Corporation shall indemnify each director and officer of the Corporation who is or was 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 and whether formal or informal, because such person is or was a director or officer of the Corporation, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The Corporation may indemnify current and former employees and agents of the Corporation to the extent permitted by Hawai'i law.

2. Advances for Expenses. The Corporation shall advance funds to pay for or reimburse the reasonable expenses and attorneys' fees incurred by a director or officer before final disposition of an action, suit or proceeding, provided that such person delivers a written affirmation of such person's good faith belief that such person has met the requisite standard of conduct for indemnification and delivers a written undertaking to repay such amount if it is ultimately determined that such person did not meet the standard of conduct. The Board of Directors may authorize payment in advance of final disposition of an action, suit or proceeding for the reasonable expenses and attorneys' fees incurred by an employee or agent seeking indemnification under this Article, provided that such employee or agent delivers the affirmation and undertaking described in the previous sentence.
3. Continuing Indemnification. The indemnification provided for in Sections 1 and 2 of this Article shall be cumulative and not exclusive, and shall be in addition to any other indemnification provided by law or by any other agreement. Any repeal, amendment or modification of this Article shall not affect the indemnification provided in this Article for any acts or omissions occurring prior to such repeal, amendment or modification. The indemnification provided for in this Article shall continue as to any person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of such person's heirs, personal representatives, executors and administrators.

#### **Article VIII. – Rules of Order**

In all meetings of under these Bylaws, Robert's Rules of Order, Newly Revised, shall be used as a guide to govern procedure except as otherwise provided in these Bylaws.

#### **Article IX. – Amendments**

These Bylaws may be amended by the Board of Directors at any meeting called for that purpose.

Approved by membership, Nov. 1, 2006