

BYLAWS  
OF  
JCI HAWAII

TABLE OF CONTENTS

ARTICLE I - NAME AND STATE OFFICE 3

ARTICLE II - PURPOSE AND OBJECTIVES 3

ARTICLE III – AFFILIATION 4

ARTICLE IV – MEMBERSHIP 4

ARTICLE V - DUES AND FEES 7

ARTICLE VI – FINANCES 8

ARTICLE VII - BOARD OF DIRECTORS 11

ARTICLE VIII - STATE CONVENTION, BOARD OF DIRECTORS MEETING  
AND ANNUAL MEETING 13

ARTICLE IX – OFFICERS 18

ARTICLE X – COMMITTEES 28

ARTICLE XI - PARADE OF CHAPTERS 33

ARTICLE XII - FORMATION OF THE HAWAII JAYCEE FOUNDATION 34

ARTICLE XIII - SEAL AND INSIGNIA 34

ARTICLE XIV - RULES OF OPERATION 34

ARTICLE XV – AMENDMENTS 36

JCI HAWAII BYLAWS  
AMENDED AS OF SEPTEMBER 26, 2021

## ARTICLE I – NAME AND STATE OFFICE

### SECTION 1-1. NAME

The name of the corporation shall be “JCI HAWAII” hereinafter referred to as “Corporation”. SECTION 1-2. STATE OFFICE

The office of the Corporation shall be located at a site approved by the Board of Directors.

## ARTICLE II – PURPOSE AND OBJECTIVES

### SECTION 2-1. PURPOSE

The purpose of the Corporation shall be: 1) to promote cooperation among its members, hereinafter referred to as “Local Chapters” as defined in Article IV; 2) to foster the development and growth of said Local Chapters in the State of Hawaii; 3) to provide and maintain means through which the Local Chapters may exchange ideas and promote the Jaycee philosophy and beliefs.

### SECTION 2-2. OBJECTIVES

The objectives of the Corporation shall be: 1) to promote the education of young men and women in the State of Hawaii in the proper sense of civic duty and responsibility; 2) to foster intelligent participation in the solution of problems concerning civic, state and national government; 3) to cooperate with other state Jaycee organizations and other civic, business and social organizations in the State of Hawaii, the nation and world-wide.

### SECTION 2-3. NON-PARTISAN AND NON-SECTARIAN

The Corporation shall be non-partisan, non-discriminatory by sex or race and nonsectarian. SECTION 2-4. JAYCEE CREED

The Corporation hereby adopts and shall adhere to the Jaycee philosophy as expressed in the Jaycee Creed, as follows:

We believe:

That faith in God gives meaning and purpose to human life;  
That the brotherhood of man transcends the sovereignty of nations;  
That economic justice can best be won by free men through free enterprise;  
That government should be of laws rather than of men;  
That earth’s great treasure lies in human personality;  
And that service to humanity is the best work of life.

## ARTICLE III – AFFILIATION

### SECTION 3-1. JUNIOR CHAMBER INTERNATIONAL UNITED STATES OF AMERICA AFFILIATION

The Corporation shall be affiliated with the JCI USA and is subject to the Constitution and Bylaws of said JCI USA, which shall take precedence over the JCI Hawaii Bylaws where there is a conflict.

### SECTION 3-2. JUNIOR CHAMBER INTERNATIONAL AFFILIATION

The Corporation shall be further affiliated with Junior Chamber International and each Local Chapter shall become a member of said Junior Chamber International and maintain such membership.

## ARTICLE IV – MEMBERSHIP

### SECTION 4-1. LOCAL CHAPTER FORMATION

A “Local Chapter” is duly organized if it complies with each of the following: 1) makes written application to the Corporation on forms approved and modified by the JCI USA and JCI Hawaii; 2) conform to and be in agreement with the ideals and principles of the Jaycee movement; 3) meet requirements as may be promulgated and modified by the JCI USA; 4) obtain approval of the written application by two-thirds (2/3) vote of the Board of Directors of the Corporation; 5) agree to be bound by the constitution, charters and/or Bylaws of the JCI USA and JCI Hawaii; 6) remit a non-refundable chapter affiliation fee and dues as determined by the JCI USA; and 7) accepts members between the ages as determined by said local chapter so long as said age limitations are between the ages of eighteen (18) and no more than forty (40) years of age.

### SECTION 4-2. LOCAL CHAPTER CONFORMITY

The charters, constitutions and/or Bylaws of each Local Chapter shall conform to the charters, constitutions and/or Bylaws of the JCI USA and JCI Hawaii, which shall take precedence over the charters, constitutions and Bylaws of the Local Chapter where there is a conflict.

### SECTION 4-3. NON-DISCRIMINATION REQUIREMENT

A Local Chapter shall not discriminate on the grounds of race, sex, national origin, religions, sexual orientation, disability, or other political purposes. If a Local Chapter is found to be in violation of this section, the Local Chapter is subject to sanctions as determined by the Board of Directors.

### SECTION 4-4. WITHDRAWAL OF MEMBERSHIP

Any Local Chapter may voluntarily withdraw from the Corporation by submitting to the Secretary a written resignation accompanied by a remittance in full for all dues to date. Upon withdrawal, the withdrawing chapter must cease use of any name affiliating such chapter with JCI Hawaii, the JCI USA, or any use of the Jaycees' name or logos.

#### SECTION 4-5. SUSPENSION OF MEMBERSHIP

A Local Chapter in the Corporation found to be in violation of these Bylaws, or which has failed to pay its dues provided under Article V, shall be suspended, and shall receive written notification of said suspension. All rights and privileges of the Local Chapter shall be revoked during said suspension period. The Local Chapter may file an appeal to JCI Hawaii Appeals Council as provided in these Bylaws and Policies. Said Local Chapter may be restored to good standing upon approval of the Board of Directors, or upon payment of all delinquent dues and reinstatement fees in such amounts as prescribed by the Board of Directors.

#### SECTION 4-6. TERMINATION OF MEMBERSHIP

A Local Chapter may be terminated from membership in the Corporation by a three fourths (3/4) vote of the Board of Directors at any meeting duly called for the purpose of considering such termination; provided that the Local Chapter under consideration shall have been notified at least thirty (30) days prior to the date of the meeting for the reasons of said termination. Notification shall be in writing, sent by certified mail, return receipt requested to the Local Chapter's last known mailing address.

#### SECTION 4-7. HONORARY MEMBERS & OFFICERS

All persons who have served one (1) full term as President of the Corporation, or any individual who has provided exemplary service to JCI Hawaii, upon written application to, and approval by a majority vote of the Board of Directors, shall be granted an honorary life membership or office in said Corporation, but they may not vote or hold office in the Corporation except as hereinafter provided.

#### SECTION 4-8. TRANSFER OF MEMBERSHIP

Any individual member in good standing with a Local Chapter may transfer to another Local Chapter. Upon acceptance of a transferee by another Local Chapter, said Local Chapter shall honor his membership for the period of time his or her dues have been paid to the remitting chapter, provided that the transfer fee prescribed by the JCI USA has been paid.

#### SECTION 4-9. CHOICE OF CHAPTER REPRESENTATION

Any person who is an individual member of more than one (1) Local Chapter shall not be allowed to represent more than one (1) Local Chapter at the Annual Meeting.

#### SECTION 4-10. REGION FORMATION

The State of Hawaii shall be organized into two regions as follows:

- A. Region 1: Counties of Hawaii, Maui, and Kauai
- B. Region 2: City & County of Honolulu

Each chapter in the respective counties shall be part of the designated region.

## SECTION 4-11. DISTRICT FORMATION

The Corporation shall be composed of eight (8) districts with one (1) District Director from each district:

A. District 1: The portion of the Island of Hawaii identified by tax key zones 3- 1, 3-2, 3-3 and 3-9 currently south of the town of Ookala between the 30- and 31-mile marker and south of Manuka State Park.

B. District 2: County of Maui.

C. District 3: Leeward Oahu from the Honolulu/Ewa government district boundary to all residences touching Kawela Bay.

D. District 4: Windward Oahu from Kawela Bay to Makapuu Point including all residences East of the Koolau Range.

E. District 5: North Honolulu from the Honolulu/Ewa government district boundary to the eastern boundary beginning from the Pacific Ocean proceeding in the middle of the following canal and streets: along the Ala Wai Canal to where the Ala Wai Canal intersects with Kalakaua Avenue; continuing north on Kalakaua Avenue to where Kalakaua Avenue intersects with Beretania

Street: continuing east on Beretania Street to where Beretania Street intersects with Punahou Street; continuing north on Punahou Street to where Punahou Street intersects with Nehoa Street; continuing west on Nehoa Street to where Nehoa Street intersects with Makiki Street; continuing north on Makiki Street to where Makiki Street intersects with Round Top Drive, continuing on Round Top Drive and ending at Kalaiopua Place. District 5 shall include all residences bordering on Tantalus Drive.

F. District 6: South Honolulu from the eastern boundary of District 5 described above to

Makapuu Point. G. District 7: County of Kauai.

H. District 8: The portion of the Island of Hawaii identified by tax key zones 3-4, 3-5, 3-6, 3-7 and 3-8 currently north of the town of Ookala between the 30- and 31-mile marker and north of Manuka State Park.

## SECTION 4-12. ASSIGNMENT OF CHAPTERS TO DISTRICTS

New chapters admitted into membership of this Corporation shall be assigned to their respective districts by the President of JCI Hawaii based on the following criteria:

A. Place of membership meetings.

B. Community that the chapter services.

C. Location of its office or principal business address.

A new chapter wishing to be placed in a particular district must fulfill two of the three criteria set forth above. Said requirement shall not apply to a new extended chapter which district shall be deemed to be in the district of its sponsoring chapter until the start of the next fiscal year.

Chapters in existence since August 16, 1992 shall remain in their respective assigned districts unless a petition is voluntarily filed by a chapter wishing to change its district assignment.

#### SECTION 4-13. PETITION TO CHANGE DISTRICTS

A chapter wishing to change its district assignment shall follow the following procedures:

A. The chapter must provide written notice to the District Directors of said chapters current and proposed districts within thirty (30) days prior to the date of the Final Board Meeting of its request to transfer district together with a filing fee paid to JCI Hawaii of \$100.00

B. A committee comprised of the affected Region Director, the two District Directors, the State President and the General Legal Officer shall be formed to decide on said petition. The committee shall decide on said petition before the next annual meeting of JCI Hawaii which decision shall be effective for a minimum of three (3) years commencing January 1 of the following administration.

### ARTICLE V – DUES AND FEES

#### SECTION 5-1. MEMBERSHIP DUES AND AMOUNT OF DUES

A. ANNUAL DUES: The membership dues payable by each local chapter shall consist of annual dues payable by the individual members of each Local Chapter.

B. AMOUNT OF DUES: The amount of individual member dues payable to JCI Hawaii shall be \$12 plus the amounts determined by the JCI USA and Junior Chamber International. Such dues are based on a schedule as determined by the following classes of individual members paid on an annual basis. The classes of individual dues included:

1. New regular members
2. Renewed regular members
3. Non-regular members

C. FREQUENCY OF PAYMENT TO CORPORATION: On a monthly basis, each Local Chapter shall submit the annual dues collected during the current month, as prescribed by collection procedures promulgated by the Treasurer of the Corporation. Annual dues are payable in advance by each individual member and collected from the individual by the Local Chapter. Upon payment by a new individual member, an individual membership continues for twelve (12) calendar months and is renewable by payment of renewal dues prior to the anniversary date of initial membership.

D. WAIVER OF DUES FOR NON-REGULAR LOCAL CHAPTERS: All dues shall be waived for any Local Chapter established at any correctional and/or rehabilitation facility in the state of Hawaii.

E. ALLOCATION TO CONTINGENCY RESERVE FUND: A minimum of 10% of the membership dues collected by JCI Hawaii shall be designated for the Contingency Reserve Fund. Use of any income from these sources shall be in accordance with Article VI, Section 6-6-B (1-4) of the Bylaws of JCI Hawaii.

## SECTION 5-2. AFFILIATION FEES

Except as herein provided, there shall be an affiliation fee in such amount as prescribed by the Board of Directors. The affiliation fee shall accompany the dues. The affiliation fee shall be waived for new members of a Local Chapter established at any correctional and/or rehabilitation facility in the state of Hawaii.

## ARTICLE VI – FINANCES

### SECTION 6-1. GENERAL FINANCIAL PROCEDURES

A. DEBTS AND EXPENSES: Debts and expenses shall not be contracted or caused to be incurred in the name of the Corporation without first having approval of the Board of Directors, either by specific appropriation or by approval of a budget to cover estimated expenses, of which such debt or expense is a part; except that in the case of emergency, the Treasurer, with the approval of the President, may expend not more than ONE HUNDRED DOLLARS (\$100.00).

B. RECEIPTS REQUIRED: Reimbursements of expenses properly incurred shall be made only upon receipt of expense statement in proper form.

C. BALANCED BUDGET REQUIREMENT: Each administration in order to be financially self sustaining, shall maintain a balanced budget. A “balanced budget” means that expenditures do not exceed income.

D. PURCHASE ORDER SYSTEM: As a measure of control, a purchase order system or a system utilizing generally accepted accounting practices shall be instituted under the direction of the Treasurer whereby:

1. Each state committee shall be assigned a purchase order number for the year and its chairperson be required to submit a monthly report of income and expenditures.
2. All purchases are to be made in the name of the Corporation and invoices sent directly to the Corporation’s office.
3. All monies received shall be deposited in the name of the Corporation and all payments shall be made through the Corporation’s office (except board meetings and annual convention).
4. District Directors may be assigned purchase order numbers for administrative expenses where there is problem of control by the Corporation’s office.

E. DEFINITION OF INTERNAL SOURCES: Internal sources of income of JCI Hawaii shall include all dues, fundraising projects, and other income not designated for a specific community program.



## SECTION 6-2. TRAVEL POOL FEES

The State President's and Regional Director's Travel Pool Fees assessed and payable to JCI USA shall be paid from the funds of the Corporation.

## SECTION 6-3. INTER-ISLAND TRAVEL EXPENSES

All travel and/or room and board must be authorized by the State President or the state officer-in-charge of the program. All reimbursement for transportation and/or room and board is discretionary and is subject to the availability of funds.

A. INTER-ISLAND TRAVEL EXPENSES ALLOWED: The inter-island travel expenses, if any, of the President, the Regional Directors, and the District Directors of the Corporation shall be paid from the funds of the Corporation. Said expenses may include airfare, room, and board. Final determination of expenses paid shall be decided by the president of the corporation

B. STATE PROJECTS AND PROGRAM WINNERS TRAVEL: Funds for travel of various state projects or program winners are to be handled similarly to a bid project or program or in the alternative, a pooling system should be created under the supervision of the respective committee chairperson.

C. DEFINITION OF ALLOWABLE TRAVEL EXPENSES: Expenses of travel and/or room and board as below shall mean and include:

1. Actual cost of inter-island transportation and/or room and board incurred by the President or designated representative, Executive Vice President, and Regional Directors in visiting the Local Chapters.

2. Actual cost of transportation and/or room and board incurred by the state officers to the site of the Board meetings, Annual Meeting and State Convention and Executive Committee meetings when the respective sites are located on an island other than that on which such officers reside.

3. Actual cost of transportation incurred by the President or designated representative, Regional Directors, District Directors, Management Vice President, and one (1) other Vice President to the Jaycees Officers Training School (JOTS). This provision is subject to the availability of funds.

4. Actual cost of transportation incurred by the outgoing and incoming President to the national convention.

5. Actual cost of transportation incurred by the District Director of the County of Maui on his or her required visitation to any Local Chapter within District 2 that is located on an island other than on the island which he or she reside.

6. The District Directors of the county of Hawaii shall have a mileage allowance of 20 cents per mile not to exceed \$20.00 per visit within his or her district. This should be limited to visitations in excess of 70 miles. The amount of reimbursement shall be limited to the amount in excess

of 70 miles.

#### SECTION 6-4. PRESIDENT'S DISCRETIONARY FUND

A. FUND ALLOWED: The State President shall have access to a discretionary fund to be disbursed at his or her discretion. The amount of said fund shall be approved by the Board of Directors when the annual budget is approved.

B. DISCRETIONARY FUND LIMIT: The President may at his discretion be authorized to spend up to One Thousand Dollars (\$1,000.00) annually for non-budgeted discretionary items or incidents.

#### SECTION 6-5. STATE PROJECTS AND PROGRAM EXPENSES ALLOWED

Expense of state projects or programs shall be borne by the Corporation as provided for in and limited to the budget.

#### SECTION 6-6. CONTINGENCY RESERVE FUND

A. PURPOSE: The Corporation shall initiate action to establish a contingency reserve fund for the following purposes:

1. To create an investment portfolio to support the operations of a state office and other administrative expenses.
2. To establish a building fund for a permanent state office.
3. To provide a safeguard to meet any operation contingencies.

B. CONTINGENCY RESERVE FUND PROCEDURES: A contingency reserve shall be set up with the funds remaining in the treasury at the end of each annual budget and augmented by surplus funds accruing each year. The Treasurer shall be responsible to see that all funds remaining in the treasury at the end of each annual budget becomes part of this contingency reserve account. The following procedures should govern the administering of the fund.

1. The first \$25,000 of the amount so set aside shall be retained in cash or invested in whole or in part with the approval of the Executive Committee either in U.S. Government securities or U.S. Government guaranteed deposits and investments, any amount in excess of \$25,000 may be invested by the Executive Committee in securities or in investment trusts or mutual funds.
2. Money may be withdrawn from the contingency reserve fund only upon recommendation of a majority of the Executive Committee, concurred upon by a two-thirds (2/3) vote of the Board of Directors.
3. No withdrawal in excess of \$2,500 in any one fiscal year may be made from the contingency reserve fund, except upon recommendation of a majority of the Executive Committee, concurred upon by a three fourths (3/4) vote of the Board of Directors.

4. No withdrawal shall be made except after fifteen (15) days written notice of the Executive Committee's action has been given to the Board of Directors.

#### SECTION 6-7. BUDGET REVISION PROCEDURES

The following procedure shall govern budget revisions:

A. If income from membership dues and miscellaneous income shall exceed the budget estimate, as of March 1, or thereafter, the Executive Committee shall have power to adjust upward fund allocations for any part of the project program adopted by the Board of Directors.

B. If income shall be ten percent (10%) or more under the budget estimate, the Executive Committee shall have the power to adjust downward any appropriation except for the contingency reserve which may be reduced only if the income is reduced by fifteen percent (15%) or more.

C. All such changes adopted by the Executive Committee shall be reported by mail to the Board of Directors for approval within ten (10) days.

D. The finance committee shall report any proposals for budget revisions to the Board of Directors on a trimester basis.

#### SECTION 6-8. SELECTION OF CERTIFIED PUBLIC ACCOUNTANT

A Certified Public Accountant shall be selected at the Annual Meeting to review the books of the Corporation at the end of the fiscal year in which the Annual Meeting is held. The Auditor shall submit a report of his or her review to the Board of Directors no later than fifteen (15) calendar days prior to the First Trimester Board Meeting and such report shall be open to inspection by any Local Chapter. An audit may be called for upon the approval of the Board of Directors.

### ARTICLE VII – BOARD OF DIRECTORS

#### SECTION 7-1. CONTROL

The Board of Directors shall consist of:

A. President of the Corporation

B. Region Directors

C. Community Development Vice President

D. Individual Development Vice President

E. Management Development Vice President

F. International Vice President

G. Business Development Vice President

H. Membership Vice President

I. District Directors

J. Executive Vice President (with vote)

K. Administrative Vice President (without vote)

L. Secretary of the Corporation (without vote)

M. Treasurer of the Corporation (with vote)

N. General Legal Officer of the Corporation (without vote)

O. Chairman of the Board of the Corporation

P. Chaplain of the Corporation (without vote)

Q. President of each Local Chapter or his/her representative (designated in writing) R. Two (2) elected or selected Directors from each Local Chapter

S. Metropolitan Conference Vice President

T. Communications Vice President (without vote)

U. Marketing Vice President (with vote)

V. Program Managers (without vote)

#### SECTION 7-2. SCOPE OF AUTHORITY

The Board of Directors shall have charge of the affairs of the Corporation and shall prescribe and enforce rules and regulations for its government.

#### SECTION 7-3. LOCAL CHAPTER REPRESENTATION

Each Local Chapter shall be represented on the Board of Directors by its Chapter President or said President's representative who is designated in writing, and two (2) members who shall serve as Directors to attend as delegates at each trimester Board of Directors meeting.

#### SECTION 7-4. RESIGNATION

Any member of the Board of Directors may resign by submitting a written resignation to the Secretary of the Corporation. A successor shall be appointed within thirty-one (31) days of said resignation date by the President of the Corporation unless said member is a chapter president

or chapter representative listed under section 7-1 Q and R in which case said successor shall be chosen by said chapter.

#### SECTION 7-5. AUTOMATIC DISMISSAL

Failure of a member of the Board of Directors to attend two (2) consecutive meetings of the board without written notice of inability to attend which is acceptable to the board shall automatically be deemed to have vacated his or her membership in the board pending notice of dismissal to said board member.

### ARTICLE VIII – STATE CONVENTION, BOARD OF DIRECTORS MEETINGS AND ANNUAL MEETING

#### SECTION 8-1. BOARD AND CORPORATION MEETING DATES

The Board and Corporation shall meet:

A. STATE CONVENTION AND NEW BOARD MEETING: During the month of January, but no later than the second full weekend of February.

B. FIRST TRIMESTER BOARD MEETING: During the months of April and May, but no later than the second full weekend in May.

C. ANNUAL MEETING AND SECOND TRIMESTER BOARD MEETING: During the months of August and September, but no later than the second full weekend in October.

#### SECTION 8-2. SPECIAL MEETINGS

Special meetings of the board may be called by the President at such times and places as he or she may designate or upon a request in writing of twenty-five percent (25%) of the board members.

#### SECTION 8-3. SELECTION OF FIRST TRIMESTER BOARD MEETINGS HOST

A Local Chapter shall be selected by a majority of the votes cast to host the First Trimester Board Meeting. Selection of host shall take place at the New Board Meeting.

#### SECTION 8-4. SUBMISSION OF FIRST TRIMESTER BOARD MEETINGS BIDS

Each Local Chapter or chapters who wish to be considered as a host for the First Trimester Board Meeting shall submit to the Board of Directors at the New Board Meeting, a written preliminary report on proposed plans for said meeting as required by the Executive Committee. The final plans, including a budget, shall then be submitted to the Executive Committee for its review and recommendations not later than ninety (90) days prior to the date of such meeting.

#### SECTION 8-5. VOTING AND QUORUM

Notice of all meetings shall be given by the Secretary at least fifteen (15) calendar days in advance of the meetings. Voting by alternates shall be permitted but there shall be no voting by

proxy except as noted herein for correctional institutional chapters. Fifty percent, plus one (50%+1) of the voting members of the board shall constitute a quorum at all meetings of the Board of Directors.

A. ABSENTEE BALLOTS ALLOWED FOR INSTITUTIONAL CHAPTERS: Local Chapters established at any correctional or institutional chapter in the state of Hawaii shall be allowed to vote by absentee ballot.

B. NOTICE NOT REQUIRED OF MEMBERS PRESENT IN PERSON: Notice of meetings shall not be required of those members that are duly represented at the board meetings in person.

#### SECTION 8-6. TIME OF SELECTION OF FIRST TRIMESTER BOARD MEETING

SITE Selection of the First Trimester Board Meeting site shall be made at the New Board Meeting. SECTION 8-7. HOST CHAPTER RESPONSIBILITY FOR

#### EXPENDITURES

All expenditures incurred by the Local Chapter hosting the State Convention, Board Meetings, and Annual Meeting shall be its sole obligation and in no way shall the Corporation be responsible for commitments made by the Local Chapter.

#### SECTION 8-8. DATE AND LOCATION OF THE STATE CONVENTION AND ANNUAL MEETING

The Corporation shall hold its Annual Meeting from August to October, but no later than the second full weekend in October and State Convention after the end of the Jaycee year and no later than the second full weekend in February. The date for the Annual Meeting and State Convention shall be determined by the Board of Directors at the New Board Meeting.

#### SECTION 8-9. LOCAL CHAPTER REPRESENTATION FOR THE ANNUAL MEETING

A. DELEGATION BASED ON CHAPTER MEMBERS: Each Local Chapter in good standing shall be entitled to one (1) delegate for every ten (10) members or fraction thereof of said Local Chapter, provided, however that no Local Chapter shall have fewer than four (4) nor more than twelve (12) delegates, plus two (2) alternate delegates, and provided further that the members of the Local Chapter may be counted only once by one (1) Local Chapter for the purposes of determining the number of delegates to the Annual Meeting.

B. DECLARATION OF CHAPTER MEMBERSHIP: The individual members shall declare in writing and file with the State Credentials Committee the selection of his or her Local Chapter. Such declaration shall be made on or before September 1 of each year for the Annual Meeting provided, that in the event the individual member fails to make said declaration, his or her status shall be determined by the state credentials committee.

C. LIMIT ON VOTING DELEGATES FOR LOCAL CHAPTERS: Election to the position of an officer or director in the Corporation shall in no way increase the number of voting delegates from any Local Chapter.

D. DISQUALIFICATION OF LOCAL CHAPTER: No Local Chapter shall be permitted to vote unless said Local Chapter shall be in good standing as provided by Section 8- 10 of the Bylaws of the Corporation. Before the Annual Meeting convenes, the chairperson shall post the tentative roster of the votes of each Local Chapter in a conspicuous place. The chairperson shall then report his findings to the Annual Meeting for its approval.

#### SECTION 8-10. LOCAL CHAPTERS NOT IN GOOD STANDING FOR THE ANNUAL MEETING

No Local Chapter shall be considered in good standing under the provisions of this Section unless, and until all debts due and owing from such Local Chapters either to the Corporation or to JCI Hawaii shall have been paid in full. No Local Chapter shall be deemed to be in good standing unless all accounts of debts due and owing, payable to JCI Hawaii by the Local Chapter, is paid in full no later than 7 days before from the commencement of the Annual Meeting for the year for which it is begin qualified. However, provided that, a Local Chapter may be deemed in good standing and permitted to vote if payment in full of accounts payable to JCI Hawaii is made by certified check, or cashier's check, or money order prior to roll call of the opening session of the Annual Meeting in which they intend to vote. In addition, no chapter shall be considered in good standing if they have less than twenty (20) members.

#### SECTION 8-11. ALTERNATE DELEGATES FOR THE ANNUAL MEETING

Alternate delegates of Local Chapters are entitled to the privileges of the floor at the meetings of the Corporation and to take part in all discussions on the same basis as delegates of Local Chapters, but they shall not have the privilege of voting, making nominations, or making or seconding motions, except in case of alternates serving in the place of accredited delegates.

#### SECTION 8-12. PRESIDING OFFICER'S VOTE

By virtue of his or her office, the presiding officer shall have a vote to be used only if there is a tie vote, except in state elections.

#### SECTION 8-13. QUORUM

In all meetings of the Corporation, a quorum shall consist of delegates from Fifty percent, plus one (50%+1) of the total delegates entitled to be present.

#### SECTION 8-14. SELECTION OF THE STATE CONVENTION AND ANNUAL MEETING SITES

A Local Chapter shall be selected by a majority of the votes cast at the Annual Meeting to host the next State Convention and New Board Meeting and Annual Meeting and Second Trimester Board Meeting.

#### SECTION 8-15. CONVENTION AND ANNUAL MEETING BIDS

Each Local Chapter or chapters who wish to be considered as hosts for the next State

Convention and Annual Meeting shall submit a bid at the Annual Meeting. Local Chapters who submitted bids shall be then selected to by a majority vote of the delegates present to host the next State Convention and Annual Meeting. Said Local Chapters shall then submit to the Board of Directors at the New Board Meeting written preliminary reports on proposed plans for said State Convention and Annual Meeting. The final plans, including a budget, shall then be submitted to the Executive Committee for its review and recommendations no later than ninety (90) days prior to the date of such State Convention and Annual Meeting, respectively. If no bids are accepted at the Annual Meeting, the Board of Directors shall decide on which chapters shall host the next State Convention and Annual Meeting.

#### SECTION 8-16. DEADLINE TO SUBMIT PLANS FOR STATE CONVENTION, BOARD MEETINGS OR ANNUAL MEETING

No later than ninety (90) calendar days prior to the State Convention, Board Meetings and Annual Meeting, the host of the Local Chapter shall submit its plans, including all arrangements, program and budget, to the Executive Committee of the Corporation for its review and recommendations.

#### SECTION 8-17. SUPERVISION BY EXECUTIVE COMMITTEE

The Executive Committee of the Corporation, through its President, shall closely supervise the entire plans and operation of the State Convention, Board Meetings and Annual Meeting to insure that registration costs are kept to a minimum, that all events to the official program are included in the registration fee, and that all program and events are in good taste.

#### SECTION 8-18. PRESIDENT TO FORMULATE PROGRAM CONTENT

The formulation of program content at the State Convention, Board Meetings and Annual Meeting shall be the responsibility of the Corporation under the supervision of its President. The President shall be responsible for the securing of speakers for the State Convention, Board Meetings and Annual Meeting.

#### SECTION 8-19. AGENDA DEADLINE FOR ALL MEETINGS

The agenda shall be drawn by the President and shall be submitted to the President of each Local Chapter at least fifteen (15) calendar days prior to the date of all meetings except for special meetings called by the board.

#### SECTION 8-20. CREDENTIALS

A preliminary credentials report shall be the first order of business at the opening of the

#### business session. SECTION 8-21. CERTIFICATION OF OFFICIAL DELEGATES

Official delegates and alternates must be certified during the Annual Meeting. An open record of delegates and alternates will be kept. Delegate and alternates will wear on the convention floor proper identification issued by the credentials committee through the registration committee. SECTION 8-22. ROLL CALL



The order of roll call shall be made up from the Local Chapters represented. The order for any election roll call shall be determined by lot.

#### SECTION 8-23. PROXY NOT ALLOWED

Proxy voting shall not be allowed to decide any business of the corporation except for absentee voting allowed for institutional chapters as provided in Section 8-5-A.

#### SECTION 8-24. REGISTRATION PROCEDURES STATE CONVENTION AND MEETINGS

Registrations and room reservations shall be handled only by the host Local Chapter. No registration fee for the State Convention, Board Meetings and Annual Meeting shall be refunded where the host Local Chapter has not been notified of cancellations in advance as set by the host Local Chapter. The host Local Chapter shall be entitled to charge a reasonable late fee for any Local Chapter wishing to register for any board meeting or the Annual Meeting after the deadline set by the host Local Chapter.

#### SECTION 8-25. REGISTRATION FEE FOR STATE CONVENTION AND MEETINGS

The Local Chapter hosting the State Convention, Board Meetings and Annual Meeting may charge a registration fee for all persons attending said convention or meeting, except that no fee may be collectible or chargeable against the Corporation or any officer of the Corporation for attendance of said officers at the State Convention, Board Meetings and Annual Meeting

A. MAXIMUM REGISTRATION FEE: The registration fee which may be charged by the host Local Chapter at the State Convention, Board Meetings and Annual Meeting must not exceed twenty dollars (\$20.00).

B. STATE FEE: In the event that the host Local Chapter collects a registration fee at the State Convention, Board Meetings and Annual Meeting, twenty percent (20%) of the registration fee collected from all persons paying a fee for their attendance, shall be returned to the Corporation.

#### SECTION 8-26. MINUTES OF THE BOARD AND ANNUAL MEETINGS

The minutes of the Annual Meeting or any Board Meeting shall be presented at the following regularly scheduled board meeting for approval. The minutes of the New Board Meeting shall be presented at the following First Trimester Board Meeting. The minutes of the First Trimester Board Meeting shall be presented at the following Second Trimester Board Meeting for approval. The minutes of the Annual Meeting and Second Trimester Board Meeting shall be presented at the following New Board Meeting for approval.

### ARTICLE IX – OFFICERS

#### SECTION 9-1. OFFICERS

The general management of the Corporation shall be vested in the Officers of the

Corporation, which shall be:

1. President of the Corporation
2. Region Directors
3. Community Development Vice President
4. Individual Development Vice President
5. Management Development Vice President
6. International Vice President
7. Business Development Vice President
8. Membership Vice President
9. District Directors
10. Executive Vice President (with vote)
11. Administrative Vice President (without vote)
12. Secretary of the Corporation (without vote)
13. Treasurer of the Corporation (with vote)
14. General Legal Officer of the Corporation (without vote)
15. Chairman of the Board of the Corporation
16. Chaplain of the Corporation (without vote)
17. Metropolitan Conference Vice President
18. Communications Vice President (without vote)
19. Marketing Vice President (with vote)
20. Program Managers (without vote)

## SECTION 9-2. VOTING QUALIFICATIONS AND PROCEDURES

A. QUALIFICATIONS OF VOTING DIRECTORS: No person shall be eligible for election or selection as a voting Director of the Corporation who has not been an officer or board member of the Local Chapter. However, an officer-elect or Board Member elect of a Local Chapter, notwithstanding he or she has not previously been an officer or board member of said Local Chapter, shall be deemed eligible for election or selection as a voting Director provided, that no member who has reached the age of 40 years prior to the start of the fiscal year of JCI

Hawaii in which he or she serves and no paid official or employee of a Local Chapter shall be eligible for election or selection as Director.

B. QUALIFICATIONS OF NON-VOTING DIRECTORS: No member who has reached the age of 40 years prior to the start of the fiscal year of the JCI USA in which he or she serves and no paid official or employee of a Local Chapter shall be eligible for election or selection as Director.

C. ELECTION ORDER: Election of officers shall be in the following order:

1. Vice Presidents
2. Region Directors
3. President

#### SECTION 9-3. NOMINATIONS AND ELECTION OF OFFICERS

A. DEADLINE FOR DECLARATION: All candidates to be elected at the Annual Meeting for elective office of the Corporation shall file with the Secretary a written declaration with an endorsement from their Local Chapter of their intent to run for that particular office no later than thirty (30) calendar days prior to the established date of the Annual Meeting in the year in which they seek election.

B. REQUIREMENTS OF WRITTEN DECLARATION: Said declaration shall state the candidate's name, his or her qualifications and the office for which he or she seeks election.

C. NOMINATIONS FROM THE FLOOR: Nominations from the floor at the Annual Meeting shall be permitted for any uncontested positions. The offices of Region Directors shall be considered to have two positions, one for each region.

D. NOMINATION SPEECHES TIME LIMIT AT ANNUAL MEETING: The presidential nomination speech shall be limited to five (5) minutes and each one of two seconding speeches shall be limited to two (2) minutes.

E. ROLL CALL VOTE; VOTING BY UNANIMOUS CONSENT OR ACCLAMATION: Except as provided herein or where there is only one nominee for office, voting for officers shall be by the roll call. Where there is only one nominee for office, voting shall be by unanimous consent or acclamation.

F. CORRECTION FACILITY ABSENTEE VOTE ALLOWED: A Local Chapter established at any correction facility in the State of Hawaii shall be allowed to vote by absentee ballot.

#### G. NOMINATIONS COMMITTEE

1. Formation: A nominations committee consisting of four (4) members shall be appointed by the President of the Corporation. Said committee shall then be approved by the majority vote of the Board of Directors. The initial committee shall be named by the First Trimester Board Meeting to recommend nominations for the next administration. Positions for all newly elected

Vice Presidents shall become available as of the Annual Meeting election. A new committee may be named by each new administration.

2. Purpose and Procedure: Any member may apply for any elected position on the Executive Committee. Said application must be made to the nominations committee in writing on the prescribed form(s) within the prescribed deadline. The nominations committee will make its recommendations for candidates to the Board of Directors for election of said candidates by a majority vote.

H. ELECTION DATE: Election for the President and all state officers shall be held at the Annual Meeting. Said President and other officers shall hold of the office of President Elect and Officers Elect from the election date until the time their term of office commences.

#### SECTION 9-4. GENERAL DUTIES OF OFFICERS

A. WRITTEN REPORTS TO BE SUBMITTED: Two weeks prior to the Annual Meeting, two weeks prior to any board meeting. All officers of the Corporation, Presidents of Local Chapters, and all other persons directed by the President, shall submit their written reports to the Secretary. The number of copies of said reports to be submitted, shall be determined by the Secretary.

#### SECTION 9-5. ELECTION OF THE PRESIDENT

A. ELECTIONS: The President shall be elected by a majority of votes cast by duly qualified delegates at the Annual Meeting. A majority is defined as the number of duly qualified delegates voting divided by two, plus one.

B. TERM OF OFFICE: He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until a successor is duly elected.

C. QUALIFICATIONS: The President shall be an active member from a Local Chapter and who has served or is completing a full term as an officer of the Corporation or a President of a Local Chapter, provided, however, that he or she shall not have reached the age of 40 at the start of the fiscal year of JCI Hawaii in which he or she serves.

D. DUTIES: The President shall preside at all meetings of the Corporation. He or she shall be an ex officio member of all regular and special committees. He or she shall make annual visitations to each Local Chapter insofar as is practical and shall perform such other duties and exercise such powers as are usually incident to such office. The President may require the Directors to make regular or special reports at such time as he or she may prescribe. Subject to the approval of the Board of Directors, he or she shall annually submit a list of standing and special committees or subcommittees which he or she shall have appointed as he or she may deem necessary or advisable, together with the name, as approved by him or her of their respective chairpersons as recommended to him or her by the Local Chapters of which such chairpersons are members. He or she shall automatically be a Director of the United States Junior Chamber of Commerce.

#### E. SUCCESSION:

In the case of the President's death, resignation, or inability to discharge the powers and duties of the said office, the Executive Committee will meet to elect an Interim President by majority vote within 30 days. The Interim President will take office for the remainder of the term of the vacant President's office.

Pending the election of an Interim President by the Executive Committee, the Executive Vice President will serve as the Acting President. If the Executive Vice President is not available, the Executive Committee shall elect a chair for that meeting vote to determine the Acting President.

The Acting President shall be granted the rights and privileges of said office including voting rights until the President is elected by the Executive Committee. Upon the election of the Interim President, the Acting President shall resume his/her former position, unless he/she is elected as the Interim President.

**QUALIFICATIONS:** The Interim President shall be an active member from a Local Chapter and who has served a full term as an officer of the Corporation or a President of a Local Chapter, provided, however, that he or she shall not have reached the age of 40 at the start of the fiscal year of JCI Hawaii in which he or she serves.

**F. PRESIDENT VISITATION:** The President shall make at least one (1) annual visitation to a district meeting in each district.

#### SECTION 9-6. REGION DIRECTORS

**A. ELECTIONS:** There shall be two (2) Region Directors who shall be elected on an at-large basis and who may be assigned to various Local Chapters as the President may direct. The Region Directors shall be elected by roll call vote. The two (2) persons having the greatest number of votes shall be Region Directors, if such number be a majority of votes cast by duly qualified delegates at the Annual Meeting. If there is not a sufficient number of people receiving such vote, from the five (5) highest on the list, the delegates shall in like manner vote again until the required number of Region Directors is elected. A majority is defined as the number of duly qualified delegates voting divided by two, plus one.

**B. TERM OF OFFICE:** Region Directors shall serve for a term of one (1) year from January 1 to December 31 of each year or until a successor is duly elected.

**C. DUTIES:** The Region Directors shall be assigned to districts and work directly with the District Directors in assisting chapters in their management and internal programming.

**D. SPECIAL APPOINTMENTS:** Except as may otherwise be herein provided, if authorized by JCI USA and deemed in the best interest of JCI Hawaii, the President shall appoint with the approval of the Board of Directors which shall for such purpose meet within one hundred twenty (120) days from date of said disability, death or resignation.

E. SUCCESSIONS: In the case of a Region Director's death, resignation or inability to discharge the powers and duties of said office, the Secretary shall call a meeting of the Executive Committee for the purpose of selecting or electing one (1) of its members as acting Region Director, pending the election of a successor by the Board of Directors which shall for such purpose meet within one hundred twenty (120) days from date of said disability, death, or resignation.

F. REGION DIRECTORS VISITATION: Each Region Director shall make at least one (1) annual visitation to each Local Chapter assigned to him, and said visitation shall be completed by December 31, unless prevented from doing so by extenuating circumstances. District meetings qualify as chapter visitations.

#### SECTION 9-7. COMMUNITY DEVELOPMENT VICE PRESIDENT

A. ELECTION AND TERM: The Community Development Vice President shall be elected by a majority vote of the delegates at the Annual Meeting. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Community Development Vice President shall be responsible for promotion of all national community development programs and policies and shall work directly with all Community Development Program Managers.

#### SECTION 9-8. INDIVIDUAL DEVELOPMENT VICE PRESIDENT

A. ELECTION AND TERM: The Individual Development Vice President shall be elected by a majority vote of the delegates at the Annual Meeting. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Individual Development Vice President shall be responsible for promotion of all individual development programs and policies and shall work directly with all Individual Development Program Managers.

#### SECTION 9-9. MANAGEMENT DEVELOPMENT VICE PRESIDENT

A. ELECTION AND TERM: The Management Development Vice President shall be elected by a majority vote of the delegates at the Annual Meeting. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Management Development Vice President shall be responsible for promotion of all management development programs and policies and shall work directly with all Management Development Program Managers.

#### SECTION 9-10. INTERNATIONAL DEVELOPMENT VICE PRESIDENT

A. ELECTION AND TERM: The International Development Vice President shall be elected by a majority vote of the delegates at the Annual Meeting. He or she shall serve for a term of one (1)

year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The International Development Vice President shall be responsible for promotion of all international development programs and policies and shall work directly with all International Development Program Managers.

#### SECTION 9-11. BUSINESS DEVELOPMENT VICE PRESIDENT

A. ELECTION AND TERM: The Business Development Vice President shall be elected by a majority vote of the delegates at the Annual Meeting. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Business Development Vice President shall be responsible for promotion of all business development programs and policies.

#### SECTION 9-12. MEMBERSHIP VICE PRESIDENT

A. ELECTION AND TERM: The Membership Development Vice President shall be elected by a majority vote of the delegates at the Annual Meeting. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Membership Development Vice President is responsible for membership extensions. In facilitating the duties, he or she shall oversee, the recruitment and expansion efforts of the Corporation and the Local Chapters. He or she shall compile membership growth projections and should work closely with the other Vice Presidents, Regional Directors and District Directors.

#### SECTION 9-13. DISTRICT DIRECTORS

A. ELECTION OF DISTRICT DIRECTORS: Each district shall elect one (1) District Director from their district of each year.

B. TERM OF OFFICE OF DISTRICT DIRECTORS: District Directors shall serve for a term of one (1) year from January 1 to December 31 of each year or until their successors are duly elected.

C. DISTRICT DIRECTOR VISITATION: Each District Director shall visit each assigned Local Chapter within his district at least twice during his term of office. The District Director shall acquaint the members of the Local Chapter with the functions of the Corporation, its facilities, services, programs, and other pertinent matters. Each District Director shall submit a written report of his or her visit to the President, copies of which shall be sent to all other officers of the Corporation and to the President of the Local Chapter which he or she visited.

#### SECTION 9-14. EXECUTIVE VICE PRESIDENT

A. ELECTION AND TERM: The Executive Vice President shall be elected by the President with the approval of the Board of Directors. He or she shall serve for a term of one (1) year

from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Executive Vice President shall preside at all meetings of the Corporation in the absence of the President. He or she shall advise the President from time to time and serve as an ex-officio member of all the regular and special committees and shall aid the President in carrying out the program and policies of the Corporation. He or she shall perform such other duties and exercise such powers as directed by the President.

#### SECTION 9-15. ADMINISTRATIVE VICE PRESIDENT

A. APPOINTMENT AND TERM: The Administrative Vice President shall be appointed by the President with the approval of the Board of Directors. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Administrative Vice President shall be responsible for the administrative affairs of the Corporation as directed by the President.

#### SECTION 9-16. SECRETARY

A. APPOINTMENT AND TERM: The Secretary shall be appointed by the President with the approval of the Board of Directors. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Secretary shall keep a complete and accurate record of all proceedings of the Corporation. He or she shall have personal charge of all records and archives, attend to the proper publication of all reports, conduct the official correspondence, attest documents, notify the Directors of all meetings of the Board of Directors and perform other duties that are usual for such officer or which may be required of him or her by the President or the Board of Directors.

#### SECTION 9-17. TREASURER

A. ELECTION AND TERM: The Treasurer shall be elected by the President with the approval of the Board of Directors. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Treasurer shall:

1. Supervise the fiscal operation of the Corporation.
2. Be chairperson of the finance committee.
3. Periodically review the finance and the system and procedures of the Corporation and make recommendations to the Board of Directors.
4. Oversee the collection of all delinquent accounts.



5. Have charge and custody of and be responsible for all funds and securities of the Corporation.
6. Keep full and accurate books of account of the Corporation's transactions and business.
7. Deposit to the credit of the Corporation all money and funds of the Corporation in such banks or other depositories as shall be designated by the Board of Directors.
8. Supervise and be responsible for the disbursement of the funds of the Corporation in accordance with the approved budget or as directed by the proper receipts and vouchers.
9. See that all expenditures are duly authorized and are evidenced by proper receipts and vouchers.
10. Receive all money and funds paid to the Corporation and sign all receipts and vouchers and endorse for collection or deposit all notes, checks, drafts, and similar commercial instruments payable to the Corporation of its order.
11. Prepare and submit a written report on the financial condition of the Corporation to the members at the Annual Meeting and to the Board of Directors and the Executive Committee at such times as they direct; and
12. Perform all such other duties as are incident to the office of Treasurer and as may be assigned to him or her by the Board of Directors. The book and accounts of the Corporation shall be open at all reasonable times for inspection by any member of the Corporation and shall be subject to periodic audit by an auditor selected by the Board of Directors at the new board meeting. He or she shall, within fifteen (15) days after the close of the fiscal year, submit all of his or her records to the Auditor for his or her audit.

C. BONDING REQUIREMENT: The Treasurer shall be bonded in such amount as the Board of Directors may determine, but in no event shall the sum be less than ONE THOUSAND DOLLARS (\$1,000.00). The cost of the bond shall be paid by the Corporation.

#### SECTION 9-18. GENERAL LEGAL OFFICER

A. APPOINTMENT AND TERM: The General Legal Officer shall be appointed by the President with the approval of the Board of Directors. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: He or she shall oversee the Bylaws and Policies portfolio. He or she shall serve as the chairperson of the Bylaws and Policies Committee as provided in section 10-11 of these Bylaws. He or she shall assist the Secretary in the safekeeping and organization of all the legal documents of the corporation including, but not exclusive of, the Articles of Incorporation, the current Bylaws and Policies, the annual exhibits, and all contracts. He or she shall prepare the corporate annual exhibit for filing with the State. He or she shall serve as Parliamentarian at all the board and Executive Committee meetings of the Corporation. He or she, if not an attorney, or the President may seek legal

assistance from attorney(s), including any attorney serving as an advisor to the corporation, on any legal matters pending before the Corporation. He or she shall perform such other duties and exercise such powers as directed by the President.

#### SECTION 9-19. CHAPLAIN

A. APPOINTMENT AND TERM: The Chaplain shall be appointed by the President with the approval of the Board of Directors. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: He or she shall oversee all state internal and external religious programs and activities of the Corporation. He or she shall formulate; supervise and promote all religious programs and activities, and such other duties as may be assigned by the President.

#### SECTION 9-20. CHAIRMAN OF THE BOARD

A. TERM OF OFFICE: The Immediate Past President's title shall automatically be Chairman of the Board of the Corporation.

B. DUTIES: The duties of the Chairman of the Board shall include special assignments including sponsorship and contact duties, as requested by the President. In addition, he or she shall be available for advice and counsel to the officers of the Corporation.

#### SECTION 9-21. METROPOLITAN CONFERENCE VICE PRESIDENT

A. ELECTION OF THE METROPOLITAN CONFERENCE VICE PRESIDENT: The Metropolitan Conference Vice President shall be elected by the metropolitan chapters in Hawaii who are officially recognized as such under JCI Hawaii requirements for metropolitan chapters, and such elected representative shall be subject to the approval of the Board of Directors of the Corporation.

B. NON-SUBSIDY PROVISION: The Metropolitan Conference Vice President shall not be subsidized in any way either by the Hawaii Jaycees or by the hosting chapter at a state meeting.

#### SECTION 9-22. COMMUNICATIONS VICE PRESIDENT

A. APPOINTMENT AND TERM: The Vice President of Communications shall be appointed by the President with the approval of the Board of Directors. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Vice President of Communications shall be responsible for the Public Relations Program, coordinate activities during Jaycee week, serve as advisor for state banquets and shall serve as press secretary.

#### SECTION 9-23. MARKETING VICE PRESIDENT

A. ELECTION AND TERM: The Vice President of Marketing shall be elected by the President

with the approval of the Board of Directors. He or she shall serve for a term of one (1) year from January 1 to December 31 of each year or until his or her successor is duly appointed.

B. DUTIES: The Vice President of Marketing shall be co-responsible for the public relations program and maintain all media platforms possible to serve the JCI Hawaii name and to assist when needed to the Local Chapters with public relations by the direction of the President of JCI Hawaii.

#### SECTION 9-24. REMOVAL FROM OFFICE

Any elected officer of the Corporation, or any officer appointed to a vacancy in any elective office, or any officer holding an appointed office, may be removed for malfeasance, misfeasance, nonfeasance, mal administration or for cause found to be detrimental to the best interest of the Corporation. The Board of Directors shall meet for the purpose of considering such removal upon written request of twenty-five percent (25%) of the board members, setting forth in detail the charges and causes preferred against said officer and praying for his or her removal; provided, however, that the officer under consideration shall have been furnished a copy of the written statement of the charges and notified at least thirty (30) days prior to the date of the meeting to show cause why said officer should be removed from office. The Board of Directors at such meeting, may remove said officer under consideration by three fourths (3/4) vote.

#### SECTION 9-25. VACANCIES

A. VACANCIES OF ELECTED OFFICES: In case any officer is removed from office in the manner provided under Section 9-23, the President, or if the President shall have been the subject of removal, the Secretary shall immediately call a meeting of the Executive Committee for the purpose of selecting or electing one (1) of its members as acting officer to fill the vacancy thus created by such removal pending the election of a successor by the Board of Directors which shall for such purpose meet within one hundred twenty (120) calendar days from the date of said removal.

B. VACANCIES OF APPOINTED OFFICES: Vacancies created in any appointed office by reason of death, disability, resignation, or otherwise shall be filled by appointment of the President or the acting president, as the case may be, with the approval of the Board of Directors.

#### SECTION 9-26. SUBORDINATE OFFICERS, ETC.

The President subject to the approval of the Board of Directors may appoint such subordinate officers, agents, or employees as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties and be removed as the President may from time to time prescribe or determine.

#### SECTION 9-27. ELECTION ORDER

Election of officers shall be in the following order:

1. Vice Presidents

2. Region Directors

3. President

## ARTICLE X – COMMITTEES

### SECTION 10-1. FORMATION OF COMMITTEES

The President subject to the approval of the Board of Directors may create such committees as may be deemed necessary or proper in the fulfillment of the objectives and purposes of the Corporation. Except as otherwise provided in these Bylaws, the President, with the consent of the Board of Directors, shall appoint, and may remove, the chairperson and members of each committee.

### SECTION 10-2. APPOINTMENT

Except as herein provided the President shall appoint committee chairmen from active members in good standing with their respective Local Chapters, subject to endorsements by their respective Local Chapters. Confirmation of committee chairmen may be made at any Board of Directors meeting. In the event of a vacancy, it shall be the responsibility of the Local Chapter to immediately recommend to the President another chairperson. The state chairperson for the national convention shall be selected on the basis of presentations made to the Executive Committee at the Annual Meeting. Selection will be made by the voting members of the Executive Committee by secret ballot following the presentation. In the event that there are no applications for the position, the President will appoint the chairperson subject to approval by the Executive Committee. The President shall have the authority to remove a chairperson for just cause, subject to approval of the Board of Directors. Immediate notice of his removal, specifying the reasons therefore and the effective date thereof, shall be given to the Board of Directors, to the chairperson concerned, and to the Local Chapter of which such chairperson is a member.

### SECTION 10-3. GENERAL COMMITTEE RESPONSIBILITIES

A. BOARD OF DIRECTORS APPROVAL NEEDED: Each committee shall in no way obligate the Corporation regarding finances, programming, or solicitations of outside assistance without approval of the Board of Directors.

B. WRITTEN REPORTS TO BE SUBMITTED AND FILES KEPT: Two weeks prior to the Annual Meeting or any Board Meeting all officers and of the Corporation, Presidents of Local Chapters, and all other persons directed by the President, shall submit their written reports to the Secretary. The number of copies of said reports to be submitted shall be determined by the Secretary. Each committee chairperson shall keep complete files and pass them on to the succeeding chairperson.

#### SECTION 10-4. GENERAL COMMITTEE CHAIRPERSONS RESPONSIBILITIES

All Committee Chairpersons shall:

- A. Submit any additional changes in the budget prior to the Mid-Year Meeting.
- B. Account for all income received and disbursed.
- C. Submit the required reports on time to the Board of Directors.
- D. File a complete and detailed statement of income and expense within thirty (30) calendar days after completion of a project; and
- E. Turn over project files to the Secretary

#### SECTION 10-5. COMMITTEE BUDGET APPROVAL

Before expending any funds, whether appropriated in the state budget or any unappropriated solicited money, the state committee shall submit to the President of the Corporation for his approval a budget, outlining how the funds are intended to be expended. Upon approval of the budget by the President of the Corporation, a copy of the budget shall be filed with the Treasurer of the Corporation.

#### SECTION 10-6. EXECUTIVE COMMITTEE

A. CONTROL: The officers of the Executive Committee shall consist of:

- 1. President of the Corporation
- 2. Region Directors
- 3. Community Development Vice President
- 4. Individual Development Vice President
- 5. Management Development Vice President
- 6. International Development Vice President
- 7. Business Development Vice President
- 8. Membership Vice President
- 9. District Directors
- 10. Executive Vice President
- 11. Administrative Vice President

12. Secretary of the Corporation
13. Treasurer of the Corporation
14. General Legal Officer of the Corporation
15. Chairman of the Board of the Corporation
16. Chaplain of the Corporation
17. Metropolitan Conference Vice President
18. Communications Vice President
  
19. Marketing Vice President
20. Program Managers (without vote)

B. SCOPE OF AUTHORITY: The Executive Committee shall serve as an advisory committee to the President and shall render such assistance to the President as may be necessary in matters concerning the administrative affairs of the Corporation. It may exercise all such powers of the Corporation which the Board of Directors may lawfully delegate in the management of the business affairs of the Corporation. The Executive Committee shall not, however, have power to formulate public policy of the Corporation or over the fiscal affairs of the Corporation, except as such power may be specifically delegated by the Board of Directors, and it shall be at all times subject to limitation upon its power imposed by the Board of Directors.

C. MEETINGS OF THE EXECUTIVE COMMITTEE:

1. Meeting Times: The Executive Committee shall meet at such times and places as it shall determine or upon call of the President or upon a call by a majority of its members. The Executive Committee shall in any case meet at the:

- a) State Convention and New Board Meeting
- b) First Trimester Board Meeting
- c) Annual Meeting and Second Trimester Board Meeting

D. PROGRAM AND BUDGET REVIEW: The program and budget shall be reviewed by the new Executive Committee at the New Board Meeting when they are installed. The program and budget shall be submitted at the following Board of Directors meeting to the new Board of Directors for approval.

E. QUORUM: A quorum of the Executive Committee shall consist of at least Fifty percent, plus one (50%+1) of its voting membership.

## SECTION 10-7. FINANCE COMMITTEE

There shall be a finance committee with the Treasurer as chairperson. The finance committee shall prepare the budget as provided in these Bylaws for the Corporation and submit the same to the Board of Directors. Said committee shall also consist of the Corporation's ways and means chairperson and two (2) elected officers of the Corporation who shall be appointed by the President.

## SECTION 10-8. ANNUAL MEETING COMMITTEES RESPONSIBILITIES

A. CHAIRPERSON APPOINTED: An Annual Meeting committee chairperson shall be appointed by the President of the Corporation not later than ninety (90) days prior to the date of the Annual Meeting.

B. NOTICE TO CHAPTER: Sixty (60) days prior to the date of the Annual Meeting, the committee's chairperson shall send out memos to all Local Chapters informing the Local Chapters of the requirements for the Annual Meeting.

C. MEETINGS SHALL BE CONDUCTED ACCORDING TO AGENDA: All Annual Meeting committee chairpersons, except for the credentials committee chairperson, shall conduct the meeting of their respective committees at the time indicated by the Annual Meeting agenda.

## SECTION 10-9. PARADE REVIEW AND REVISION COMMITTEE

A. MEMBERS: The Parade of Chapters shall be reviewed by five (5) member committee chaired by the Management Development Vice President. All members of the committee shall be members of the Executive Committee and membership on said committee shall be made by way of selection of the President.

B. DUTIES OF THE COMMITTEE: The committee shall review and revise the criteria and relative points to be assigned to the Parade of Chapters. This process should be completed at the Annual Meeting of the Corporation.

## SECTION 10-10. CREDENTIALS COMMITTEE

A. PURPOSE: There shall be a credentials committee with the Secretary as chairperson. The credentials committee shall verify membership status for Annual election and Annual Meeting purposes. Said committee shall consist of the Secretary, Membership Vice President, and the Treasurer. If any of these named committee members are candidates for elected office the President shall appoint another member from among the remaining members of the Executive Committee to serve in that person's place.

B. PROCEDURE: Thirty (30) calendar days prior to the date of the Annual Meeting the chairperson shall notify all Local Chapters of the method of determining the Local Chapter votes. Since Local Chapter votes are dependent on the number of registered members with national headquarters, he shall inform the Local Chapters of the cut-off date which shall be considered in the determination of votes of each chapter.

1. Method of determining the Local Chapter votes. The Local Chapter votes shall be:
  - a. Based on national registration records as the above cut-off date, consistent with the Bylaws
  - b. No Local Chapter shall be permitted to vote unless said Local Chapter shall be in good standing as provided by Article V, Section 1 of the Bylaws of the Corporation
  - c. Before the Annual Meeting convenes the chairperson shall post the tentative roster of the votes of each Local Chapter in a conspicuous place.
  - d. The chairperson shall then report his findings to the Annual Meeting for its approval.
  - e. No Local Chapter shall be deemed to be in good standing unless all accounts payable to JCI Hawaii by the Local Chapter is paid in full by 7 days prior to the Annual Meeting for which it is being qualified. Provided that, a Local Chapter may be deemed in good standing and permitted to vote if payment in full of accounts payable to JCI Hawaii is made by certified or cashier's check, money order, prior to the roll call of the opening session of the Annual Meeting.

#### SECTION 10-11. BYLAWS AND POLICIES REVIEW COMMITTEE

A. DUTIES: There shall be a Bylaws and Policies review committee with the General Legal Officer as chairperson. The Bylaws and Policies review committee shall review and make recommendations to the delegates as needed at each Annual Meeting of the Corporation.

B. PROCEDURES: 1) The state chairperson shall conduct a Bylaws and Policies review meeting at the Annual Meeting to propose amendments to said Bylaws and Policies. Proposed amendments from the Local Chapter shall be submitted to the chairperson thirty (30) calendar days prior to the Annual Meeting; 2) The chairperson shall conduct a meeting to review and approve the proposed amendments to the Bylaws and Policies as recommended by the Bylaws and Policies review committee the day or evening prior to the first day of the Annual Meeting; 3) Said committee shall rewrite, clarify, and condense, the recommended Bylaws and Policy amendments as needed; 4) Bylaws and Policies not submitted to the chairperson prior to the thirty (30) day request provided in Section B.1. above may be approved for consideration by a two-thirds (2/3) vote by said committee; 5) The chairperson shall then present the recommended amendments at the Annual Meeting for its approval.

#### SECTION 10-12. LONG RANGE PLANNING COMMITTEE

There shall be a long-range planning committee whose membership shall be as follows: A. Past three (3) State Presidents

B. Current State President

C. Regional Directors (2 representatives)



D. Current Executive Vice President

E. District Representatives (eight representatives)

F. Region Representatives (2 representatives)

The long-range planning committee will meet regularly to formulate and evaluate the long-range goals and objectives of JCI Hawaii and present its recommendations to its Board of Directors for approval and implementation.

#### SECTION 10-13. BIDS COMMITTEE

A. PROCEDURE: Sixty (60) calendar days prior to the dates of the State Convention and Annual Meeting, the chairperson shall notify all Local Chapters of the requirements for bidding procedure with necessary bid forms enclosed. The bid forms shall be returned by the Local Chapters to the chairperson not later than thirty (30) days prior to the date of the Annual Meeting.

B. STATE COMMITTEE CHAIRMANSHIPS: The chairperson shall conduct a meeting to award the state committee chairmanships to the various Local Chapters.

1. Awards shall be based upon the bid form.

a. Where more than one Local Chapter has bid for the same committee, the merit of the bid form shall be used as a guide in determining which Local Chapter shall be awarded the bid.

2. Where no written bids have been made, the committee may at the time accept a verbal bid from any of the committees.

3. Those state committees that have received no written or verbal bids shall be referred to the new board for assignment by said board.

4. The chairperson shall present to the Annual Meeting for its approval the awards of the committee.

### ARTICLE XI – PARADE OF CHAPTERS

#### SECTION 11-1. PURPOSE

The Parade of Chapters is a ranking system for the Local Chapters by the corporation under a point system, which is assigned to criteria set forth in the parade. The purpose of the ranking is to provide recognition of the outstanding Local Chapter for their accomplishments throughout the year and to serve as a benchmark for the individual Local Chapters.

#### SECTION 11-2. MANDATORY REVIEW

The criteria for the Parade of Chapters shall be reviewed annually by the Parade of Chapters

review and revision committee, and that a revised version of said committee's recommendation shall be submitted each year to the Board of Directors for their approval as provided in this article.

#### SECTION 11-3. PRESENTATION TO ANNUAL MEETING AND SECOND TRIMESTER MEETING

The Management Development Vice President shall present the revised draft of the Parade of Chapters to the Board of Directors at the Annual Meeting and Second Trimester Board Meeting of the Corporation.

#### SECTION 11-4. TENTATIVE APPROVAL AT THE ANNUAL MEETING AND SECOND TRIMESTER BOARD MEETING

The Board of Directors shall review the revised draft of the Parade of Chapters presented to it at the Annual Meeting and Second Trimester Board Meeting. The board shall deliberate until it has given its tentative approval on a parade based on said draft submitted by the review and revision committee. The parade passed by the Annual Meeting and Second Trimester Board Meeting shall consist of both the draft submitted by the committee and revisions thereto made by the Board of Directors.

#### SECTION 11-5. REVISIONS BY SUCCESSOR PRESIDENT

The successor President shall review the Parade of Chapters which was tentatively approved by the Board of Directors at the Annual Meeting and Second Trimester Board Meeting with his or her successor Executive Committee. In such review, the successor President shall make the revisions which he and the successor Executive Committee deems prudent. The successor President and Executive Committee shall have a final Parade of Chapters ready for presentation and approval by the Board of Directors at the State Convention and New Board Meeting.

### ARTICLE XII – FORMATION OF THE JCI HAWAII FOUNDATION

#### SECTION 12-1. AUTHORITY TO CREATE FOUNDATION

The Board of Directors of JCI Hawaii is hereby authorized to establish a nonprofit corporate entity to be known as JCI Hawaii Foundation, hereinafter referred to as Foundation, for the purpose of receiving, administering and disbursing any tax deductible funds raised on behalf of JCI Hawaii.

### ARTICLE XIII – SEAL AND INSIGNIA

#### SECTION 13-1. SEAL

The Corporation shall have a corporate seal which shall be a circular impression of the names of the Corporation and the year of its incorporation. The Board of Directors may, from time to time, alter or change the device of the inscriptions thereon.

## SECTION 13-2. INSIGNIA

The Corporation shall have such official insignia as may be determined by the Board of Directors. ARTICLE XIV – RULES OF OPERATION

## SECTION 14-1. ROBERT’S RULES OF ORDER NEWLY REVISED

In the absence of specified rules, Robert’s Rules of Order, Newly Revised shall govern the deliberation of the Corporation.

## SECTION 14-2. COMPUTATION OF DEADLINES

Any and all state deadlines established by the Bylaws, Policies and operation of the Corporation which fall on a Sunday or state or national holiday shall be extended to the following regular workday that is not a Sunday or holiday.

## SECTION 14-3. COMMENCEMENT DATE

The fiscal year of the corporation shall be from January 1 to December 31 of every year thereafter. All other applicable provisions of these Bylaws are hereby amended to be consistent with this section.

## SECTION 14-4. GENDER

In the Bylaws the use of words of the masculine gender shall include the feminine gender as appropriate and vice versa, and the use of words of the neuter gender shall include the feminine or masculine gender, or both, as appropriate.

## SECTION 14-5. DEFINITIONS

“Appeals Procedure: - means the procedure prescribed by the Corporation which affords Local Chapters due process by way of appealing any actions taken against it.

“Board of Director” – See Section 7-1.

“Chapter Affiliation” – means a new Local Chapter formed by an existing Local Chapter.

“Credentials” – means the process of certification of official delegates as more fully described in Section 8-21 and 10-10.

“Delegates” – means Local Chapter representation as more fully described in

Section 8-9. “Executive Committee” – See Section 10-6.

“Good Standing” – means that a member or Local Chapter is current on payment of membership dues and is not on probation or suspension, or otherwise in violation with these Bylaws.

“Honorary Member” – See Section 4-7.

“Local Chapter” – means a duly organized group of men and women between the ages prescribed by the JCI USA, as more fully described in Section 4-1.

“Non-regular member” – means all other members who are not regular members, such as an associate member.

“Officers” – See Section 9-1.

“Probation” – means that the status of a Local Chapter is not completely in good standing.

“Regular Member” – means any individual who is a Jaycee member of a Local Chapter in good standing with the Hawaii Jaycees.

## ARTICLE XV – AMENDMENTS

### SECTION 15-1. PROCEDURE

These Bylaws may be amended by a two-thirds (2/3) vote of the duly qualified delegates present at any Annual Meeting or at a special meeting duly called and held, the notice of which shall state that the purpose of the meeting is to consider the amendment of the Bylaws, provided, that any proposed amendment shall first be recommended by the Bylaws Committee.

## HISTORY

1. JCI Hawaii was granted a Charter of Incorporation under the laws of the State by the then Director of Regulatory Agencies of the state of Hawaii.
2. The Bylaws of this Corporation were adopted of June 10, 1958 and filed in the Office of the then Director of Regulatory Agencies of the state of Hawaii on September 18, 1958.
3. Bylaws amended: May 16, 1959; May 25, 1962; May 23, 1964; May 22, 1965; May 22, 1966; May 20, 1967; May 24, 1968; May 17, 1969; May 16, 1970; May 15, 1971; May 19, 1973; May 17, 1974; May 16, 1975; May 15, 1976; May 20, 1978; May 27, 1979; May 16, 1981; May 29, 1982; May 19, 1983; May 25, 1985; May 16, 1987; May 20, 1989; May 16, 1992; May 15, 1993; February 20, 1994; May 14, 1994; May 19, 1995; May 16, 1998. January 23, 1999; December 4, 1999; May 20, 2001; August 11, 2001; September 11, 2004; August 25, 2007; September 13, 2008; August 22, 2009; September 20, 2020; September 26, 2021.