

BYLAWS OF THE HONOLULU CHINESE JAYCEES

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## **BYLAWS OF THE HONOLULU CHINESE JAYCEES**

### **ARTICLE I - NAME AND LOCATION**

SECTION 1-1. NAME. This corporation shall be known as Honolulu Chinese Jaycees, hereinafter referred to as the "Corporation".

SECTION 1-2. LOCATION. The office of the Corporation shall be located in the City and County of Honolulu, State of Hawaii, or in such location as the Board of Directors shall from time to time determine.

### **ARTICLE II PURPOSE AND OBJECTIVES**

SECTION 2-1. PURPOSE. The Corporation shall be a nonprofit corporation, organized for such educational and charitable purposes as will promote and foster the growth and development of young people's organizations in the State of Hawaii, designed to inculcate in the individual membership of such organization a spirit of genuine Americanism and civic interest, and as a supplemental educational institution to provide them with opportunity for personal development and achievement and an avenue for intelligent participation by young people in the affairs of their community, state, and nation, and to develop true friendship and understanding among young people of all nations.

SECTION 2-2. NON-PARTISAN AND NON-SECTARIAN. This Corporation shall be non-partisan, non-discriminatory by sex or race, and non-sectarian.

SECTION 2-3. CREED. The Creed shall be:

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. STATE. The Corporation shall be affiliated with the Hawaii Jaycees and is subject to the Constitution and Bylaws of said Hawaii States Jaycees insofar as they affect or prescribe the function of local chapter in the State of Hawaii.

SECTION 3-2. NATIONAL AND INTERNATIONAL. The Corporation shall be further affiliated with The United States Junior Chamber and Junior Chamber

International.

#### ARTICLE IV - MEMBERSHIP

SECTION 4-1. CLASSIFICATION. Membership in the corporation shall include six (6) classes as follows:

- A. Active Member;
- B. Life Member;
- C. Honorary Member;
- D. Graduate Member;
- E. Dual Member with Chinese Chamber of Commerce of Hawaii, and
- F. Inactive Member.

SECTION 4-2. ACTIVE MEMBER. An active member shall be an individual of good moral character between eighteen (18) and forty (40) years inclusive, who shall have proven interest in the Corporation by fulfilling the requirements herein established and who has paid dues as provided by these Bylaws.

A. A prospective member shall submit written application to the Board of Directors for membership in the Corporation, stating the applicant's name, date of birth., residence address, employer, business address and such other information as the Board of Directors may require. In addition, the applicant shall agree to abide by the Articles of Incorporation. Bylaws and policies of the Corporation. The new membership dues for the year shall accompany each application. Said new membership dues shall be refunded if the applicant is denied membership in the Corporation. The full amount of the dues is to be paid notwithstanding when the applicant applies for membership.

B. The membership committee shall present the applicants to the Board of Directors for approval. In order to insure that each applicant is fully appraised of the aims, purposes, and procedures of the Corporation, the Board of Directors shall establish a minimum program of activities during which time the applicant must successfully complete a period of not less than two (2) months before being approved by a two-thirds (2/3) vote of the Board of Directors to full membership.

C. The membership committee shall notify each applicant of the election results in writing.

SECTION 4-3. LIFE MEMBER. All Past Presidents who have successfully completed the full term of their presidency shall, upon written notification by such Past Presidents, be granted life membership in the Corporation. The payment of dues shall be waived.

SECTION **4-4**. HONORARY MEMBER. Honorary membership maybe conferred by a

two-thirds (2/3) vote of the Board of Directors upon outstanding cause shown or upon dedicated service to the Corporation, and such deserving individual is not eligible for active membership. Upon approval by the Board of Directors and payment of honorary membership dues (as stated in Section 5-1, *supra*), such member shall be considered an honorary member without voting and any other usual privileges of the active membership.

SECTION 4-5. GRADUATE MEMBER. An active member who attains the age of forty-one (41) who wishes to maintain continued interest in the Corporation may secure graduate membership status by application to the Board of Directors in writing. Upon majority approval by the Board of Directors and payment of graduate membership dues (as stated in Section 5-1, *supra*), such member shall be considered a graduate member without voting privilege and any other usual privileges of the active membership.

SECTION 4-6. DUAL MEMBER WITH CHINESE CHAMBER OF COMMERCE OF HAWAII. The Board of Directors may recommend an Active Member to dual membership with the Chinese Chamber of Commerce of Hawaii.

SECTION 4-7. INACTIVE MEMBER. Any member not residing on the Island of Oahu, may secure a leave of absence by application to the Board of Directors in writing stating the reason for such a request. Upon majority approval by the Board of Directors and payment of inactive membership dues (as stated in Section 5-1, *supra*), such member shall be considered an Inactive Member without voting and any other usual privileges of the active membership.

SECTION 4-8. GENERAL MEMBERSHIP MEETINGS. Meetings of the general membership shall be held at least once a month at such time and place as the Board of Directors shall determine. Written notice of such meetings shall be sent to the members at their last known address at least seven (7) days before the date of such meetings by the Communications Liaison or such other person as may be designated by the President.

SECTION 4-9. SPECIAL MEMBERSHIP MEETINGS. Special membership meetings may be called by the President at such time and place as the President may designate upon written request of one half (1/2) of the Board of Directors. Written notice of such meetings shall be given to members not less than four (4) days in advance, stating the purpose of such meetings.

SECTION 4-10. QUORUM. Ten percent (10%) of the active members shall constitute a quorum at any regular or special membership meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting and reschedule it for another time without further notice.

## ARTICLE V - DUES AND FEES

SECTION 5-1. DUES. The annual membership dues of the Corporation shall be:

- A. New Membership – fifty-five dollars (\$55);
- B. Renewing Membership - fifty dollars (\$50); or
- C. Honorary Membership - twenty-five dollars (\$25); or
- D. Graduate Membership - twenty-five dollars (\$25); or
- E. Dual Membership - 40% of Chinese Chamber of Commerce of Hawaii membership + \$55 (new member) or + \$50 (renewing member)
- F. Inactive Membership - twenty-five dollars (\$25).

Said dues may be adjusted upon changes in the Hawaii Jaycees and the United States Junior Chamber dues, and as the Board of Directors shall from time to time determine.

SECTION 5-2. DELINQUENCY. The annual membership dues shall be due and payable at the enrollment anniversary of the individual. If such dues remain unpaid by any member for a period of two (2) months without good cause, and the Treasurer has advised such member of his delinquency in writing, such member shall automatically forfeit membership in Corporation.

SECTION 5-3. REINSTATEMENT. A member who forfeits membership in the Corporation because of failure to pay dues may be reinstated by payment of back dues and the reinstatement fee of five dollars (\$5.00).

SECTION 5-4. DEBTS. Debts shall not be contracted or cause to be incurred in the name of the Corporation without first having received the approval of the Board of Directors, either by specific appropriation or an approval of a budget to cover estimated expenses of which such debt is a part; except that in case of emergency, the Treasurer, with the approval of the President may expend not more than twenty-five dollars (\$25.00). All contracts must be reviewed by Legal Counsel. The Treasurer is to keep an account of each project and be an ex officio member of each committee and project.

## ARTICLE VI · OFFICERS

SECTION 6-1. CLASSIFICATION. The officers of the Corporation shall be:

- A. President;
- B. 1st Vice President (aka Executive Vice President);
- C. 2nd Vice President
- D. 3rd Vice President;
- E. 4th Vice President;

- F. 5<sup>th</sup> Vice President;
- G. Recording Secretary;
- H. Communications Liaison;
- I. Treasurer;
- J. Legal Counsel (without vote); and
- K. Chaplain (without vote).
- L. Immediate Past President (without vote)

SECTION 6-2. QUALIFICATION. All officers, except for the Immediate Past President, shall be active members in the Corporation and shall not have reached forty-one (41) years of age on or before the commencement of their term.

SECTION 6-3. TENURE. All officers shall serve for a term of one (1) year, such term being coincidental with the Corporation's fiscal year (as stated in Article XIII), or until their successors are duly elected and qualified.

SECTION 6-4. DUTIES. The duties and powers of the officers of the Corporation shall be such as are by general usage indicated by the title of the respective office; except as may otherwise be specified in these Bylaws.

SECTION 6-5 . PRESIDENT.

A. General Powers: the President shall:

1. Be elected by majority votes cast by the active and life members at the annual election meeting. Besides being an active member, the President must have served a full term as an officer or director of the Corporation before the commencement of their term.
2. Preside at all meetings of the Corporation and shall be an ex officio member of all committees.
3. Require officers and directors to make regular or special reports at such times as the President may prescribe. Subject to the approval of the Executive Committee, shall annually appoint the chairman for standing and special committee or sub-committees of the Corporation.
4. Be responsible for the affairs of the Corporation and shall execute and administer the policies of the Corporation as established by the membership, Board of Directors and Executive Committee.

B. Specific Administrative Duties: the President shall:



1. As the chief executive officer of the Corporation, preside at all meetings of the Corporation.
2. Rule on the merits of any motion in accordance with *Robert's Rules of Order* (most recent edition).
3. Be an ex officio member of all committees.
4. Be responsible for the efficient operation of the Corporation and the welfare and best interests of its members.
5. Be responsible for the promotion of the public image and general demeanor of the Corporation and its members and shall represent the Corporation at official functions as a representative of the Corporation.
6. Delegate the actual supervisory administrative functions of the Corporation to the Vice Presidents and other appropriate executive officers of the Corporation.
7. Counter sign all disbursements of corporate funds.

C. Limitation on Powers of President.

1. The President shall not authorize any disbursements without the consent and approval of the Board of Directors, except that the President shall have full control and authority over the President's contingency fund as may be authorized in the approved budget.
2. The President shall always act for and in the best interest of the Corporation and shall not utilize the office or powers for personal benefit, or shall be subject to impeachment in accordance with Section 7-11.

SECTION 6-6. VICE PRESIDENTS.

A. The Corporation shall have five (5) Vice Presidents who shall be elected as outlined in Article X.

B. In case of vacancy of the President's position or the President's permanent absence, the 1st Vice President will assume the duties of the President until the executive committee calls a special election and a new President is elected. If both offices are vacant, the Vice Presidents in descending order (2nd to 5th) shall

succeed to the office.

C. The Vice Presidents shall execute the operations of the Corporation and shall carry out their respective committee assignments in the best interests of the Corporation. The Vice Presidents are directly responsible to the President.

D. Vice President Committee Assignments. Each Vice President shall be responsible for one of the following assigned committees:

1. Management
2. Community
3. Individual
4. International
5. Membership

Each Vice President shall be responsible to manage the directors assigned to the respective committee. Initial Vice President assignment shall be by agreement of Vice Presidents with the Incoming President having the final decision.

E. The First Vice President shall be designated Executive Vice President in addition to the specific committee assignment, and shall assist the President in the operation of the Corporation, with specific duties assigned by the President from time to time.

#### SECTION 6-7. RECORDING SECRETARY.

A. The Corporation shall have a Recording Secretary who shall be elected by a majority of the votes cast by the active members at the annual election meeting of the Corporation.

~~B.~~ The Recording Secretary shall keep or cause to be kept a record of all transactions of the Corporation and the minutes of all meetings of the Corporation.

C. The Recording Secretary shall be custodian of the record of the Corporation. The Recording Secretary shall perform such other duties as may be prescribed.

D. The Recording Secretary shall be custodian of these Bylaws. These Bylaws shall be made available for inspection at all General Membership and Board of Directors Meetings and upon request.

#### SECTION 6-8. COMMUNICATIONS LIAISON.

A. The Corporation shall have a Communications Liaison who shall be

elected by a majority of the votes cast by the active members at the annual election meeting the Corporation.

B. The Communications Liaison shall see that all notices of special interest of the Corporation are given as prescribed by law or these Bylaws. The Communications Liaison shall perform such other duties as may be prescribed.

C. The Communications Liaison shall be in charge of all external correspondence and communications as devised by the President and the distribution of notes of general interest.

D. The Communications Liaison shall maintain any websites, social media, etc. established by the Board of Directors.

#### SECTION 6-9. TREASURER.

A. The Corporation shall have a Treasurer who shall be elected by majority of the votes cast by the active members at the annual election meeting to the Corporation.

B. The Treasurer shall:

1. Supervise the fiscal operation of the Corporation;
2. Chair the finance committee;
3. Periodically review the finance system and procedures of the Corporation and make recommendations to the Board of Directors;
4. Be in charge of the collection of all delinquent accounts;
5. Have charge and custody of and be responsible for all funds and securities of the Corporation and shall deposit the same into the Corporation's checking account(s) at a bank;
6. Keep full and accurate books of accounting of the transactions and business;
7. Deposit to the credit of the Corporation all 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 proper receipts and vouchers;

9. See that all expenditures are duly authorized and are evidenced by proper receipts and vouchers;
10. Receive all monies and funds paid to the Corporation and sign all receipts and vouchers and endorse for collection or deposit all notes, checks, and similar commercial instruments payable to the Corporation or its order,
11. Have full charge of the income and receipts of each project undertaken by the Corporation and shall give a full accounting of the same to the Board of Directors at the completion thereof;
12. Prepare and submit a written report verifying the financial condition of the Corporation at the meeting of the membership and the Board of Directors and at such other time upon the request of the President or Board of Directors which shall include an itemization of all disbursement and receipts since the last report;
13. Make and render to the proper governmental officials or agencies all exhibits, returns, and reports required by law; and
14. Perform such other duties as may be prescribed.

C. The books and accounts of the Corporation shall be open at all reasonable times for inspection by any member of the Corporation, and may be subject to annual audit by an auditor selected by the Board of Directors.

#### SECTION 6-10. LEGAL COUNSEL.

A. The Corporation shall have a Legal Counsel who shall be appointed by the President with the approval of the Board of Directors.

B. Legal Counsel shall render such legal advice and assistance and shall be in charge of all such legal work as the business of the Corporation may require. In addition, Legal Counsel shall serve as Corporation's parliamentarian.

C. If the President is unable to find a qualified candidate, a Legal Advisor may be appointed in lieu of a Legal Counsel. The Legal Advisor shall also be approved by a majority of the Board of Directors.

SECTION 6-11. CHAPLAIN

A. The Corporation may have a chaplain who shall be appointed by the President with the approval of the Board of Directors.

B. The Chaplain shall be in charge of all religious programs of the Corporation and shall formulate and promote all religious programs and activities.

SECTION 6-12. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall be a voting member of the Board of Directors, and shall be available for advice and counsel to the officers and directors of the Corporation.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 7-1. COMPOSITION. The control of the Corporation shall be vested in the Board of Directors, which shall consist of:

- A. President;
- B. 1st Vice President (aka Executive Vice President):
- C. 2<sup>nd</sup> Vice President
- D. 3rd Vice President;
- E. 4th Vice President;
- F. 5th Vice President;
- G. Recording Secretary;
- H. Communications Liaison;
- I. Treasurer;
- J. Legal Counsel (without vote):
- K. Chaplain (without vote).
- L. Immediate Past President (without vote); and
- M. Directors, the number of which is determined by section 7-12, *supra*.

SECTION 7-2. POWERS. The Board of Directors shall have general control and management of the property and business affairs of the Corporation. It shall have the power to remove any officer, agent, or employee at any time for cause. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all powers of the Corporation and do all such lawful acts and things as are noted by the articles of incorporation or by these Bylaws.

SECTION 7-3. QUALIFICATION. An elected Director shall be an active member of the Corporation and shall not have reached forty-one (41) years of age on or before the commencement of their term.

SECTION 7-4. TENURE. An elected Director shall serve for a term of one (1) year, such term being coincidental with the Corporation's fiscal year (as stated in Article XIII), or

until a successor is duly elected and qualified.

SECTION 7-5. VACANCY. In case of any vacancy occurring in the office of the Board of Directors, through death, resignation, disqualification, removal or other cause, the President may, with the approval of the remaining members of the Board of Directors, appoint a successor to hold the office for the unexpired term thereof.

SECTION 7-6. REGULAR BOARD MEETINGS. Regular Board of Directors meetings shall be held once a month at such time and place as the Board of Directors may determine. Notice of such meeting shall be given at least three (3) days before the date of such meeting by the Communications Liaison or such other person as may be designated by the President.

SECTION 7-7. SPECIAL BOARD MEETINGS. Special Board Meetings may be called by the President at such time and place as the President may designate or upon written request of four (4) Board members. Special Board Meetings may also be conducted online.

SECTION 7-8. QUORUM. Fifty percent (50%) +1 of the voting members of the Board of Directors shall constitute a quorum at all Board Meetings. There shall be no voting by proxy.

SECTION 7-9. INATTENDANCE AT BOARD MEETINGS. Failure of a voting member of the Board of Directors to attend three (3) unexcused regular Board Meetings during the fiscal year shall be dropped automatically as a member of the Board unless said Board Member shall have missed said meeting for any of the following reasons:

- A. Sickness;
- B. Absence from the Island of Oahu;
- C. Military service;
- D. Death in the immediate family; or
- E. Any other valid reasons which the Board of Directors may approve

from time to time.

SECTION 7-10. DIRECTORS.

A. The Directors shall be responsible for the selection of project chairpersons.

B. They shall be responsible for the carrying out of projects or the respective committees.

SECTION 7-11. IMPEACHMENT. The Board of Directors may remove any officer or director of the Corporation from office for good cause shown by a two-thirds (2/3) vote of a quorum of the Board; which vote shall be by secret written ballot. Before

such action shall be taken, notice containing a copy of the charges shall be served upon the officer in person or by registered mail, at least twenty (20) days prior to the date of the Board of Directors propose to act upon such charges. The member shall be allowed to appear before the Board of Directors to defend against any charges.

SECTION 7-12. NUMBER OF DIRECTORS. There shall a maximum of twelve directors.

#### ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION 8-1. COMPOSITION. There shall be an Executive Committee which shall consist of the following members:

- A. President;
- B. Vice Presidents (5);
- C. Recording Secretary;
- D. Communications Liaison;
- E. Treasurer;
- F. Legal Counsel; and
- G. Immediate Past President.

SECTION 8-2. POWERS. The Executive Committee shall serve as an advisor 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 management of the business affairs of the Corporation. It shall not, however have the powers to formulate public policy of the Corporation or over the fiscal affairs of the Corporation, except as such power that may be specifically delegated by the Board of Directors, and it shall be at all times subject to limitations upon its powers imposed by the Board of Directors.

SECTION 8-3. MEETINGS. The Executive Committee shall meet at such times and places upon call of the President or upon call by a majority of its voting members.

SECTION 8-4. QUORUM. Fifty percent (50%) + 1 of the voting members of the Executive Committee shall constitute a quorum at all Executive Committee meetings.

#### ARTICLE IX - COMMITTEES

SECTION 9-1. GENERAL. The Board of Directors may create such committees as may be deemed necessary or proper in the fulfillment of the objects 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 member of each committee.

SECTION 9-2. STANDING AND SPECIAL COMMITTEES. The Corporation shall have four (4) standing committees, and as many Special Committees as the Board of Directors shall determine for the fiscal year corresponding with their term. Special Committees shall not continue into the following fiscal year unless specifically approved by the succeeding Board of Directors. The Standing Committees shall be as follows:

- A. Finance Committee
- B. Bylaws Review Committee
- C. Long Range Planning Committee
- D. Healthy Baby Contest Steering Committee

SECTION 9-3. FINANCE COMMITTEE. There shall be a Finance Committee with the Treasurer as chairperson. The Finance Committee shall prepare the budget for the Corporation and submit the same to the Board of Directors for adoption, revision or other necessary action. It shall, from time to time, review the budget and advise and make recommendations to the Board of Directors.

SECTION 9-4. BYLAWS REVIEW COMMITTEE. There shall be a Bylaws Review Committee with the Immediate Past President as committee chairperson. If the Immediate Past President is unable to serve as chair, the President may appoint a member of the Executive Committee as the committee chair. The Committee shall consist of:

- A. Immediate Past President;
- B. President;
- C. 1st Vice President (aka Executive Vice President);
- D. Recording Secretary;
- E. Legal Counsel; and
- F. Any Interested Active Members.

The Bylaw Review Committee shall meet as needed with seven (7) days prior written notice to the General Membership. The Committee shall review the Bylaws and make recommendations to the Board of Directors.

SECTION 9-5 LONG RANGE PLANNING COMMITTEE. There shall be a Long Range Planning Committee with the Immediate Past President as chairperson. If the Immediate Past President is unable to serve as chair, the President shall appoint a replacement to be chosen from the ranks of past Presidents. The Long Range Planning Committee shall consist of:

- A. Immediate Past President;
- B. President;



- C. Past Presidents (3); and
- D. Any interested active members.

The Long Range Planning Committee shall meet as needed to review and make recommendations for the future operations of the Corporation to the General Membership at its annual election meeting.

#### SECTION 9-6. HEALTHY BABY CONTEST STEERING COMMITTEE

A. There shall be a Healthy Baby Contest Steering Committee for the purpose of perpetuating the community activities of the chapter while providing a transparent process and oversight function of its operations. The Immediate Past President shall serve as chairperson of this committee. If Immediate Past President is unable to serve as chair, the President shall appoint a replacement to be chosen from the ranks of past Presidents to chair the committee. The Healthy Baby Contest Steering Committee shall consist of:

1. Immediate Past President;
2. Treasurer
3. Immediate Past Project Chairperson
4. Three (3) appointed any interested active members  
(President serves as ex-officio member of all committees)

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### ARTICLE X - ELECTIONS

SECTION 10-1. ELECTION MEETING. The annual election meeting of the Corporation shall be held in the month of November each year.

SECTION 10-2. NOMINATION COMMITTEE. At least five (5) weeks prior to the annual election meeting, the President may appoint a Nomination committee Chairperson who shall in turn select two (2) additional active members for the committee. The nomination committee members shall not be candidates for any office at the time of the appointment.

#### SECTION 10-3. DUTIES OF THE NOMINATION COMMITTEE

A. The Nomination Committee shall examine the qualifications and place in nomination the names of the candidates for the elected offices. Subject to the consent of the nominees, *infra*, active members may make additional nominations from the floor at the Annual Election Meeting.

B. The Nomination Committee shall not less than twenty-one (21) calendar

days prior to the date of the election, file with the Recording Secretary the names of the nominee and the office for which they have been nominated, together with the following information of each nominee:

1. Name of candidate;
2. Business, occupation or profession;
3. Length of time in the Corporation or other similar local Jaycee chapter(s);
4. Directorships held; and
5. Offices and position held.

C. The Communications Liaison shall, not less than ten (10) days prior to the date of elections, send written notice to the members.

SECTION 10-4. VOTING. Only active and life members present as of the last day of the month prior to the Annual Election Meeting shall be eligible to vote. Voting shall be by secret, written ballot.

SECTION 10-5. ELECTION COMMITTEE. There shall be an Election Committee with the Immediate Past President as chairperson. If the Immediate Past President is not available, the most immediate past President shall be the chairperson. The chairperson shall appoint an election committee of two (2) members who are not candidates for election to take charge of balloting and other matters at the time of election. The election committee shall have the duty of formulating and publishing election rules and regulations and shall have the power to enforce said rules and regulations.

SECTION 10 - 6 . ORDER. The election shall be conducted in the following order:

- A. President;
- B. Vice President (5);
- C. Recording Secretary;
- D. Corresponding Secretary;
- E. Treasurer; and
- F. Directors (up to 12).

SECTION 10-7. RESULTS.

Candidates receiving the highest majority of the votes cast shall be deemed elected.

- A. In case of a tied vote, a runoff election shall be held immediately.
- B. In case of a dispute or request for recount, the Election Committee shall conduct a verification or recount of the ballots. The nominees will not be

allowed access to the ballots at any time. The Election Committee Chairperson's decision shall be considered binding.

- C. With regard to the election of Vice Presidents, to rank the Vice presidents as required for the succession of the President, members shall cast ranked ballot designating 1<sup>•1</sup> through 5th Vice president but cannot cast more than one vote per candidate.

In tallying the ballot, one shall give 5 points for 1st Vice President vote, 4 point for 2nd Vice President vote, 3 points for 3rd Vice President Votes, 2 points for 4th Vice President vote, and 1 point for 5th Vice President vote. The 5 Vice Presidential candidates with the highest number of points shall be deemed elected.

The succession order for elected Vice President will be based upon the number of points received for each candidates; the elected Vice Presidents shall be ranked 1st through 5th in the descending order of the number of points each candidates received.

In the event of a tie, another ranked ballot shall be cast between tied positions to break the tie.

SECTION 10-8. CONSENT. To be nominated as an officer or director of the Corporation, the nominee must consent to such nomination. In no case shall a nomination be without the consent of the nominee. Consent shall be evidenced by one of the following:

- A. Actual consent in writing by the nominee and in the possession of the nomination committee before 5:00 p.m. on the day immediately preceding the elections;
- B. Actual consent by the nominee in person at the elections; or
- C. Deemed consent if the nominee does not withdraw their nomination after publication of the list of nominees as described in Section 10-3. *supra*.

## ARTICLE XI - ANNUAL STATE CONVENTION

SECTION 11-1. DELEGATES. The outgoing President shall lead the delegation to the annual state convention. The outgoing and the incoming President shall select all delegates, including alternates, to represent the Corporation at the annual state convention based upon the merit system incentive program. The outgoing President, the incoming President, and the incoming Vice Presidents shall automatically be delegates. In selecting the remaining delegates, preference shall be given in this order: State program manager, state chairman and those members who are competing in the state competition at the convention. The delegation shall be

composed of at least two (2) members from the general membership.

SECTION 11-2. EXPENSES. The Corporation may pay the registration fee of the duly qualified and/or alternate delegates to the annual state convention.

ARTICLE XII - STATE BOARD MEETING

SECTION 12-1. REPARATION. The President and appointees shall represent the Corporation at all State Board of Directors meetings.

SECTION 12-2. EXPENSES. The Corporation may pay the registration fee of the State directors and State program manager from the Corporation.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 of each year and end on December 31 of the same year.

ARTICLE XIV – INSIGNIA

SECTION 14-2. INSIGNIA. The dragon shall be the official insignia of the Corporation.

ARTICLE XV - RULES OF PROCEDURE

SECTION 15-1. ROBERT'S RULES OF ORDER. In the absence of specified rules, *Robert's Rules of Order* (most recent edition) shall govern the deliberations of the members and directors.

SECTION 15-2. AVAILABILITY OF BYLAWS. These Bylaws shall be available for inspection at all General Membership and Board of Directors' Meetings. A copy of these Bylaws shall be made available by the Recording Secretary at the annual election meeting or upon request.

ARTICLE XVI - AMENDMENT

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the active members present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XVII CONFLICT WITH BYLAWS

Wherein these Bylaws or any provisions thereof are in conflict with the Bylaws of the Hawaii Jaycees; U.S. Junior Chamber; or JCI, these Bylaws shall be

controlling.

#### ADOPTION OF BYLAWS

We, the undersigned directors of the Corporation, on this 28th day of March 2018, now adopt these provisions as the Bylaws of the Corporation.