

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;
8. 1st Vice President (aka Executive Vice President):

- C. 2nd 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.