

MAUI NATIVE HAWAIIAN CHAMBER OF COMMERCE

REVISED AND RESTATED BY-LAWS

ARTICLE I NAME

The name of the organization shall be the Maui Native Hawaiian Chamber of Commerce.

ARTICLE II CENTRAL OFFICE; BRANCH ORGANIZATIONS

Section 1. The central office of the Maui Native Hawaiian Chamber of Commerce (hereinafter the “MNHCC”) shall be located at 104 N. Market Street, Wailuku, Hawaii, 96793.

ARTICLE III OBJECTIVES

“Our mission as a Chamber is to promote and sustain our Hawaiian Culture, nurturing a strong community of Hawaiian values and to enhance opportunities for success in business and education.”

Section 1. The objectives of this MNHCC shall be: To strengthen Native Hawaiian businesses and professions located within the County of Maui by building on a foundation of relationships, resources, and Hawaiian culture and values.

- (1) To provide the means for the promotion of aloha among its members, the people of the State of Hawaii and those engaged in business or industry and those employed in such businesses or industry.
- (2) To provide the means to organize the Hawaiian business community within the island of Maui, and the State of Hawaii, into a viable economic and social voice.
- (3) To encourage and promote the interests of its members engaged in trade, commerce and the professions.
- (4) To encourage and support worthy, charitable, educational, scientific, community and other benevolent undertakings and projects.

ARTICLE IV MEMBERSHIP

Section 1. Eligibility. Any person who is engaged in a business or profession, or who is actively interested in community affairs and the promotion of the "Spirit of Aloha" and is committed to the mission of MNHCC as stated in Article III, shall be eligible to become a member of this MNHCC.

Section 2. Types of Membership. There shall be four types of membership: (a) Active, (b) Honorary-Life, (c) Firm, and (d) Affiliate.

- (a) Active Membership. Any eligible person shall apply for an active membership on forms provided and those whose applications are approved by the Board of Directors shall become Active Members of MNHCC. Such members shall have such rights and privileges as are accorded them by the laws of the State of Hawaii, the Charter of incorporation, these By-laws and the Board of Directors. Active Members shall have the right to vote at any and all meetings of the membership. **Active Membership shall include spouses and significant others except for the purposes of voting.**
- (b) Honorary-Life Membership. The Board of Directors may confer Honorary-Life Memberships on deserving persons. Honorary-Life members shall be entitled to all privileges of an Active Membership, excluding the right to vote.
- (c) Firm Membership. A firm, corporation, or estate that sponsors an Active Membership of more than one Active Member shall be designated a "Member Firm".

One Active Member sponsored by each Member Firm shall be identified as a "keyman". A "keyman" may, from time to time, receive mailings and such other privileges as may be authorized by the Board of Directors.

Member Firms may display evidence of their support for the Association at their place or business, but all other privileges of membership, including the right to vote, shall be vested in the sponsored Active Member identified by the Member Firm. Member Firms may request the transfer of Active Memberships sponsored by them to new individuals whose names shall be presented to the Board of Directors for election.

A firm member shall have the right to vote at all membership meetings held for the purpose of voting.

- (d) Affiliate Membership. Any other duly organized business, trade or community organization may be admitted as an Affiliate Member. Such members shall have all the rights and privileges of active membership in the Association, excluding the right to vote. **Only members in good standing shall be allowed to vote.**

Section 3. Duties of Members. All members shall: (a) exhibit and promote the “Spirit of Aloha”, (b) strive to further the purposes and causes of the MNHCC, (c) conduct themselves in a manner which shall be uplifting to the MNHCC, (d) promptly and regularly pay any and all dues, charges and assessments, if any, payable by them; and (e) observe all applicable By-Laws and rules and regulations of the MNHCC.

Section 4. Suspension, Expulsion and Discipline of Members. Any member may be suspended or expelled from the MNHCC by the Board of Directors for any act or conduct which in the judgment of the Board is injurious to the best interests of the MNHCC and/or is inconsistent with the Mission of MNHCC as related in Article III.

Before any action upon any suspension or expulsion of any member is taken, written notice containing a copy of the charges shall be served upon the member at his business or residence address. Such notice shall be given at least fifteen (15) days prior to the date when the Board of Directors proposes to act upon said charges. The member so charged shall be allowed to appear before the Board of Directors to defend against such charges. The order of suspension, stating the time thereof, or the order of expulsion, shall not relieve such member from any legal liability which may exist in favor of the MNHCC at the time thereof. The provisions for suspension or expulsion herein contained shall not apply to dismissal from membership for failure to pay dues.

ARTICLE V DUES AND SPECIAL ASSESSMENTS

Section 1. Dues. All dues and assessments for active, affiliate and firm members shall be in such amounts and shall be payable in such manner as the Board of Directors may from time to time determine.

Section 2. Honorary-Life Members shall be exempt from the payment of dues.

Section 3. Special Assessments. The Board of Directors may from time to time determine the amount of special assessments payable by any active member. A pledge of such special assessments shall accompany all applications for active membership. Special assessments shall be transferable to another person upon approval of the Board of Directors.

Section 4. Fiscal Year. The fiscal year of MNHCC shall be from July 1 of one year to June 30 of the ensuing year.

ARTICLE VI OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers. The officers of the MNHCC shall be a President, Vice President- President-Elect, a Secretary, a Treasurer, and the Immediate Past President. With the exception of the Vice President-President Elect, all officers shall be elected annually by

the Board from the Board members as soon as practicable after June 15 but before July 1. They shall hold office beginning July 1 for one (1) fiscal year or until their successors are duly elected. The term and office of the Vice President as a member of the Board of Directors, shall automatically be extended to allow completion of a term as President and Immediate Past President.

Section 2. Executive Committee. The Board of Directors may appoint an Executive Committee to consist of as many persons as the Board shall determine, which shall include the above officers. The Executive Committee shall meet as needed and directed by the President or Executive Committee chairman during the year. Each member shall be entitled to one (1) vote. The Executive Committee shall have all the powers and duties of the Board of Directors, while the Board is not in session, except as expressly limited by a resolution of the Board.

Section 3. Initial Officers. The initial officers, who shall serve through June 30, 2006, are as follows: Boyd Mossman, President, Jimmy Haynes, Vice-President, President Elect, C. Lokelani Houpo, Treasurer, and Rose Marie Duey, Secretary.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Composition of Board. The Board of Directors shall consist of the officers identified in Article VI, Section 1, and persons elected by the membership as provided in Article VIII of these By-laws.

Section 2. Duties of the Board. The Board of Directors shall carry out the objectives and purposes of the MNHCC pursuant to its Charter and the By-laws, and shall manage its operations and its property.

Section 3. Powers of the Board. The Board of Directors shall have power to make alter, amend and enforce rules not inconsistent with these By-laws, regulating from time to time the affairs and conduct of the MNHCC and the conduct of its members; imposing and enforcing suitable penalties for violation of such rules; giving effect to all the rules of its committees, and decide questions and matters not specifically provided for in these By-laws.

ARTICLE VIII ELECTION OF DIRECTORS

Section 1. Nominating Committee. The President shall appoint, at least sixty (60) days prior to the June annual meeting date, a Nominating Committee and a Chairperson.

Section 2. Nomination of Elected Directors. The Nominating Committee shall nominate candidates for Directors from among the Active Members to be elected by the membership. The Committee shall nominate at least as many candidates as necessary to replace the Directors whose term will have expired at the end of the fiscal year. The names of

the members nominated for Directors by the Nominating Committee shall be filed with the Secretary at least fifteen (15) days prior to the June annual meeting.

Section 3. Additional Nominations. Any member of the MNHCC may be nominated for election as a Director when at least five (5) members have signed the nomination document and such nomination document is filed with the Secretary at least twenty (20) days before the June annual meeting date.

Section 4. Notice of Nominations. The secretary shall mail, email, or fax, notices of such nominations to all Active Members at least ten (10) days before the June annual meeting date.

Section 5. Election of Directors. Voting for Directors shall be conducted by secret ballot in conformity with such rules and regulations as the Board of Directors may adopt. No proxies shall be allowed.

- (a) The total number of Directors shall be no less than nine (9) members, nor more than thirteen (13). Their terms of office shall be staggered so that after the initial election, a portion or such members will be elected every year to provide continuity and experience to the Board. The terms of office shall be for periods of two (2) years or until successors are elected.
- (b) The initial Board of Directors shall be eleven (11) members, which shall consist of the following: Boyd Mossman, Jimmy Haynes, Bernie Graham, Elizabeth Morales, Rose Marie Duey, Howard Kihune, R. Clay Sutherland, Al Pelayo, Joe Kealoha and Mercer "Chubby" Vicens and C. Lokelani Houpo. Boyd Mossman, Jimmy Haynes, Bernie Graham, Elizabeth Morales, C. Lokelani Houpo, and Mercer "Chubby" Vicens shall initially serve for a term which expires on June 30, 2007 and Rose Duey, Howard Kihune, R. Clay Sutherland, Al Pelayo, and Joe Kealoha shall serve for a term that expires on June 30, 2006.

Section 6. Election Committee. The nominations committee shall administer the balloting and other matters concerning elections.

- (a) In case of a tie vote affecting the results of the election, the Election Committee shall cast votes and certify as elected the person or persons whom the vote determines. Should there be more than two candidates for the office in question, the candidate receiving a plurality of the vote cast by the Election Committee shall be declared the winner.

Section 7. Vacancies. All vacancies in offices and standing committees, including the Board of Directors, except as otherwise provided in these By-laws, shall be filled by the Board for the unexpired terms thereof.

Section 8. Additional Appointments to Board of Directors. The President, upon

assuming office, is authorized to appoint a maximum of three additional members to the Board of Directors but in no case shall such appointments result in an even number of members on the Board of Directors. The appointed Directors shall have all the rights, privileges and responsibilities as the directors elected by the general membership. The terms of the office for the appointed Directors shall terminate at the end of the fiscal year in which they were appointed.

Section 9. Attendance at Board Meetings. Notification must be made by a Director to the President of the Chamber if he or she will be absent at a Board meeting. Two (2) unexcused absences in a fiscal year by any director or officer from a board meeting will constitute grounds for the President to remove said director from the Board of Directors after the President consults with the Board of Directors on the same.

ARTICLE IX DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall preside at the meetings of the MNHCC and of the Board of Directors. He or she shall, at the annual meetings of the MNHCC and at such other times as he or she shall deem proper, communicate to the MNHCC members and to the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the efficiency and usefulness of the MNHCC. He or she shall perform such other duties pertaining to the office of President as directed by the Board.

Section 2. The Vice President In the absence of the president or in the event of his or her death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the restrictions upon the president. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 3. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the member meetings and of the Board of Directors in one or more books provided for that purpose; (b) provide that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the addresses of each member which shall be furnished to the secretary by such member; (e) have general charge of the books of the corporation; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 4. The Treasurer. The treasurer shall: (a) have charge and custody or and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of these Bylaws; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time

may be assigned to him or her by the President or by the Board of Directors. If required by the Board or Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE X COMMITTEES

Section 1. The Board or Directors may, as the occasion requires, appoint or authorize the appointment of such standing and other committees. The Chairman, and all committee members shall serve for one (1) year or until their successors are elected.

Section 2. Auditor. The Board of Directors or the Executive Committee may appoint an auditor who, when directed to do so, shall file an audit report at the annual meeting for the previous fiscal year.

ARTICLE XI MEETINGS AND QUORUM

Section 1. There shall be five (5) kinds or meetings of the MNHCC; regular and special meetings of the members; meetings of the Board of Directors; Executive Committee meetings; and various committee meetings.

- (a) The regular meetings of the members shall be held at the call of the Board of Directors, except that there shall be a member meeting during the month of June, or other months designated by the Board which shall be the annual meeting. Notice of all meetings shall be sent to the members no later than five (5) days prior to such meetings. At least thirty percent (30%) of the Active Members and Firm Members shall be present to constitute a quorum at any regular meetings; and, a majority vote in person or by proxy at such meetings shall decide all questions, except as otherwise provided herein.
 - (i) Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Proxies may use by members for the election to the Board.
- (b) Special meetings of the members shall be called by the President in case of urgency or upon the written request of twenty-five percent (25%) of the active members. Written notice of such meetings shall be sent to the members no later than three (3) days prior to such meetings, stating the purpose of such meeting. At least twenty-five percent (25%) of the members shall be present to constitute a quorum at any special meeting; and a majority vote at such

meetings shall decide all questions; except as otherwise provided herein. At such special meetings, only such business as the meetings is called for shall be the business of the meeting.

- (c) The Board of Directors shall hold meetings at least four (4) times a year. At all meetings of the Board of Directors one-third of the Board members shall be present to constitute a quorum. A majority vote at such meetings shall decide all questions.
- (d) If appointed, the Executive Committee shall meet at the call of the President or the Chairman of the Executive Committee. A majority vote at such meetings shall decide all questions.
- (e) Meetings of the various committees shall be called by their respective chairpersons as they deem necessary. A majority of their members of such committees shall constitute a quorum, and a majority vote at such meetings shall decide all questions.

ARTICLE XII SEAL AND SIGNATURES

Section 1. The MNHCC may adopt and use a seal.

Section 2. Legal Documents. All legal documents authorized by the Board of Directors shall be executed two (2) officers, and shall include the President or Vice President, and the Secretary or Treasurer, or by such persons as may be authorized by the Board.

ARTICLE XIII AMENDMENTS OF BY-AWS

Section 1. These By-laws may be amended or revised by a vote of not less than two-thirds (2/3) of the members present in person at any regular meeting of the membership or special meeting called for the specific purpose of amending the By-laws, provided that any such proposed amendment or revision shall either: (1) have been submitted to the Board or Directors upon the written request or at least twenty-five percent (25%) of the active members and considered at a monthly meeting of the Board of Directors; or (2) submitted by the President or other officer or Board member to the Board of Directors. The absence of a quorum at the monthly Board of Directors meeting when such proposed amendment or revision is considered shall not be a bar to the submission of such amendment to the membership of the MNHCC at its regular or special meeting for a vote, provided written notice of such amendment or revision shall have been mailed by U.S. mail, or sent by email, to all active members no later than two (2) weeks prior to the meeting.

These Revised and Restated Bylaws have been adopted as amended by the vote of the general

membership at a scheduled general meeting of the MNHCC and pursuant to Article XIII to the By Laws of the Maui Native Hawaiian Chamber of Commerce.

Dated this _____ day of _____, 2016.

President

Secretary