

**CONSTITUTION OF
HAWAII CHINESE ASSOCIATION, INC.**

CHAPTER I GENERAL

Article 1: **NAME**: The name of the corporation shall be “The Hawaii Chinese Association Inc.”, hereinafter called “The Association”.

Article 2: **OBJECTIVE**: The objective of the Association shall be the gathering of all people who embrace freedom and democracy and to develop friendship among members. The Association will promote cultural exchange by staging cultural events for the community. The Association will help and train members’ in knowledge and skill development, as well as engage in community service for the attainment of the physical and mental well being of our members and the Chinese Community.

Article 3: The Address of the Association is:
P. O. Box 270918
Honolulu, Hawaii 96827

CHAPTER II MEMBERSHIP

Article 4: **MEMBERSHIP REQUIREMENTS**
Individuals who are over 18 years old, and who are in agreement with the objective of the Association, may become members of the Association by completing the application processes and abiding by this Constitution.

Article 5: **RIGHTS OF MEMBERS**

1. Right to express opinion and Right to vote
2. Right to elect and to be elected
3. Other rights prescribed by the Association

Article 6: **OBLIGATION OF MEMBERS**

1. Abide by the Constitution of this Association
2. Abide by resolutions
3. Pay membership fee
4. Perform duties assigned by the Association

Article 7: An application for membership must be completed by the applicant and approved by the Board of Directors.

CHAPTER III AWARD AND DISCIPLINE

Article 8: Any member, who fails to abide by this Constitution or who is involved in any illegal activities which may cause damage to the Association’s reputation, will be disciplined such as by warning, suspension and expulsion, pursuant to directors’ resolution. Expulsion is subject to confirmation at a general meeting.

Deleted: 4/24/2007

Article 9: Any member, whose service to this Association is acknowledged and recognized, will be awarded according to the resolution of the Board.

CHAPTER IV ORGANIZATION

Article 10: The general membership meeting of the Association is the venue in which the supreme power of the Association is vested. When the general membership meeting is in recess, a Board of Directors meeting shall be the venue in which supreme power of the Association is vested.

Article 11: The Association shall have between 15 to 21 Directors. The Board shall determine the number of directors. Each Director shall be elected at a general membership meeting. The Board of Directors may retain various Advisors for the development and planning of association affairs. The Directors may elect a Chairman of the Board, if so desired.

Article 12: Directors of the Association shall elect the following officers from among the Directors: The President, First Vice President, Second Vice President, Treasurer and Secretary (hereafter may be referred to as Officers).

Article 13: Terms of Service of Officers and Directors and Chairman

1. Elected Directors shall serve two-year terms beginning in Year 2001.
2. Chairman, if any, shall be elected annually and shall not serve for more than four (4) consecutive terms.
3. The President shall serve a two-year term, but shall not be reelected for more than two consecutive terms.
4. Other Officers shall be elected every years because there are no term limits.

Article 14: The Board of Directors of the Association shall form the following committees:

1. The Executive committee consists of officers in Article 12. Their duties shall include keeping the seals and documents, to draft, prepare, receive, send, register and translate correspondence;
2. The Membership Committee shall recruit members, Manage membership data, prepare and edit membership roster;
- 3.. The Finance Committee's major duties include budget planning, bookkeeping and to prepare the annual financial report;
- 4 The Program Committee shall plan and organize social events and activities;
5. The Public Service Committee shall plan, organize, and host educational and community service activities;
6. The Newsletter Committee shall publish newsletters for the Association.
7. Development Committee: The function of the Development Committee is to develop an integrated fund development program, raise awareness of the Corporation in the community and maintain the status of the Corporation.
8. If necessary, a General Manager may be appointed by the Board of Directors.

Article 15: All Directors, Officers and Advisors of the Association shall serve on a voluntary

Deleted: 4/24/2007

basis without compensation.

Article 16: All past Presidents shall become Presidents Emeritus.

Article 17: The Board of Directors may appoint as Honorary Directors the most valuable past Vice Presidents or Directors who have served the board for over 10 consecutive years with good standing and is recommended by the current board directors. Honorary Directors must be current dues paying member of the Association.

CHAPTER V. POWER AND AUTHORITIES

Article 18: Power and authorities of the general membership meeting:

1. To adopt or amend the Constitution.
2. To elect the directors.

Article 19: Power and authorities of the Board of Directors:

1. To execute the Constitution and By-Laws of the Association.
2. To adopt and execute resolutions by the general Membership meeting.
3. To prepare and organize the general membership Meeting.
4. To plan and organize the Association's annual Projects.

Article 20: Power and authorities of the Chairman of the Board

1. The Chairman shall occupy a position of Honor, and shall oversee the functions of the President & the Board of Directors.
2. The Chairman, with approval from the Board, shall assist the President & the Board to perform such functions consistent with the mission of the Association,
3. The Chairman shall have no voting rights, but can cast the tie-breaking vote when the Board is tied.

Article 21: Power and authorities of the President is to adopt resolutions of board of directors;

1. To manage association affairs;
2. To manage documents and checks;
3. To convene general membership and Board of Directors' meetings; and
4. To represent the Association at public functions.

Article 22: Power and authorities of the Vice Presidents of the Association:

1. To assist the President in managing Association Affairs;
2. To coordinate the affairs of various committees;
3. To consign documents and checks;
4. The First Vice President shall exercise the authority and perform the duties of the President in his/her absence, or fill in the President's position until the end of the president's term, when the presidency becomes vacant.

CHAPTER VI MEETING

Deleted: 4/24/2007

Article 23: The general membership meeting shall be held annually around November or December of every year. The Board of Directors convenes the general membership meeting.

Article 24: The Board of Directors shall meet once a month. The President may call special Board of Directors meetings when necessary, provided a minimum notice of three (3) business days is given in writing by means of letter, email or fax.

Article 25: Directors must be present to vote at the Board of Directors meetings.

CHAPTER VII BUDGET

Article 26: The Board of Directors shall determine Membership Fees.

Article 27: Money of the Association shall be deposited in the Association's bank account. The Finance Committee, together with the President and/or one of the Vice President who shall have the authority to sign checks with two combination for transacting Association's business.

CHAPTER VIII ADDENDUM

Article 28: The fiscal year of the Association shall be from January 1 to December 31 each year.

Article 29: The submission of membership fee and election of Directors may be conducted by mail if approved by the Board of Directors.

Article 30: The Board of Directors has the authority to amend the By-Laws of the Association.

Article 31: The Constitution can only be amended at the annual general membership meeting.

CHAPTER IX INDEMNITY

1. The Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he/she is or was a director, officer or employee of the Association, or is or was serving at the request of the Association as a director, officer or employee or employee of another Association, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not to opposed to the best interests of this Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of this Association, and, with respect to any criminal

Deleted: 4/24/2007

- action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
2. 2 The Association shall indemnify each person who was or is a party or is threatened to be made a part to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment its favor by reason of the fact that he/she is or was a director, officer or employee of the Association, or is or was serving at the request of the Association, as a director or officer of another Association, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he/she acted in good faith
 3. d in a manner he/she reasonably believed to be in or not opposed to the best interests of this Association and, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to this Association unless any and only to the extent that the court in which such action or suit was brought or in any other court having jurisdiction in the premises shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
 4. To the extent that a director, officer or employee of the Association or a person serving at the request of the Association as a director, officer or employee of another Association, partnership, joint venture, trust or other enterprise has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or paragraph 2 of this Article IX, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by his/her in connection therewith.
 5. Any indemnification under paragraph 1 or paragraph 2 of this Article IX (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraph 1 or paragraph 2. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Association or (c) by a majority vote of the stockholders.
 6. Expenses incurred in defending a Civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the director, Officer or employee to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article IX.
 7. Any indemnification pursuant to this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer or employee and shall insure to the benefit of the heirs, executors and administrators of such person.
 8. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Association, or is or was serving at the request of the Association as a director, officer or employee of another Association,

Deleted: 4/24/2007

Revised : December 6, 2003 **Revised: December 2, 2006**

partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Association would have the power to indemnify him against such liability under the Provisions of this Article IX.

BYLAWS OF THE HAWAII CHINESE ASSOCIATION

1. Title: Bylaws of the Hawaii Chinese Association, hereinafter called “Bylaws”.
2. Authority: These Bylaws are authorized by and may be amended in accordance with Article 29 of the Association’s Constitution.
3. Procedures for Application of New Members: Any individual over the age of 18, who will abide by the Association’s Constitution, and who meets all other requirements established by the Board of Directors, may apply for membership with the recommendation of any member in good standing. An applicant becomes a member after his/her application is reviewed by the membership committee and approved by the board of directors.
4. Obligation and Right of Members: As provided in Articles 5 & 6 of the Constitution, all members are required to renew their membership by payment of a membership fee to the Membership Committee and provide the most current information for purposes of notice.
5. Power and authority of Executive Committee during Board recess: When the Board of Directors is in recess; the President may convene the Executive Committee an executive session.
6. Suspension of Directors: Power and authority of directors shall be suspended based on one of the following reasons:
 - a) Three consecutive absences at any Board of Directors’ meetings;
 - b) Or a total of six absences at Board meetings in any calendar year.
7. Procedures for filling Board vacancies:
 - a) An interim Director may be appointed by the Board of Directors to fill any vacancies for the remaining term of the vacancy. If the remaining term is more than one year, the remaining term will be filled at the next election. All Association meetings, including the board of Director’s meetings, shall be in accordance to Roberts Rule of Order.
8. Director Nomination Procedure:
 - a) The President shall select three (3) to five (5) members from the Board of Directors or Presidents Emeritus to serve on the Nominating Committee. The President will automatically be one of the Nominating Committee member.
 - b) The Nominating Committee will elect a Chairperson of the committee.
 - c) At the October board of directors meeting the Chairperson of the Nominating Committee shall submit a slate of candidates for the Boards Consideration and approval.
 - d) The Board of Directors may submit names of other candidates at the same time.
10. At the annual general membership meeting, the Chairperson of the Nominating Committee shall conduct the election of the board of directors and the election of officers.

Deleted: 4/24/2007