

KAILUA HAWAIIAN CIVIC CLUB



CONSTITUTION AND BYLAWS

KAILUA HAWAIIAN CIVIC CLUB
Kailua, O'ahu, Hawai'i

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CONSTITUTION

Article I

1 Name, Designation, and Location

- 1.1 The name of the organization is the Kailua Hawaiian Civic Club (hereinafter referred to as the Club).
- 1.2 The Club is designated as a non-profit organization whose status and function shall operate in compliance with section 501(c)(3) of the U.S. Internal Revenue Code.
- 1.3 The principal location of the Club shall be in Kailua, O'ahu, Hawai'i.

Article II

2 Purposes and Objectives

- 2.1 The purposes of the Club are:
 - 2.1.1 To actively participate in the practice, promotion, perpetuation, and preservation of traditional arts, language, music, science, and values of Hawai'i that comprise a unique culture and a rich, enduring legacy of the Hawaiian people.
 - 2.1.2 To advocate educational opportunities for all people, with preference given to those of Hawaiian or part Hawaiian ancestry within the membership, their families, and the community at large.
 - 2.1.3 To support worthy programs, activities, and other processes that benefit the Club and the community at large.
- 2.2 The objectives of the Club are:
 - 2.2.1 To unite the members in bonds of friendship, good fellowship, and mutual understanding.
 - 2.2.2 To promote the practice of the principles of good government and good citizenship.
 - 2.2.3 To take an active interest in the civic, economic, educational, health, and social welfare of the community and particularly to support the activities of those agencies and organizations that are responsible for the improvement of such conditions of the people of Hawaiian ancestry.
 - 2.2.4 To provide a forum for the full and free discussion of all matters of public interest.
 - 2.2.5 To honor, fulfill, protect, and cherish the customs, rights, and records of the ancient traditions of the native people of Hawai'i.

Article III

3 Membership

- 3.1 Membership categories shall be as follows:

3.1.1 Regular Member

Eligibility – Any person age 18 or older who is of Hawaiian ancestry, who is of good standing in the community, and who agrees to uphold the purposes and objectives of the Club.

Admittance – Regular membership shall require the approval of the Board of Directors and ratification by the general membership of the Club, both by simple majority vote.

Privileges – Regular Members shall have the privileges of voting, taking the floor and speaking on all questions, holding elective office, and serving on committees. Regular Members shall also have the privileges of holding appointed office, chairing committees, representing the Club in the affairs of the O’ahu Council, the Association of Hawaiian Civic Clubs, and the community at large, when so designated by the Club President.

3.1.2 Associate Member

Eligibility – Any person age 18 or older who is not of Hawaiian ancestry, who is of good standing in the community, who agrees to uphold the purposes and objectives of the Club, and who is sponsored by a Regular Member.

Admittance – Associate membership shall require the approval of the Board of Directors and ratification by the general membership of the Club, both by simple majority vote.

Privileges – Associate Members shall have the privileges of voting, taking the floor and speaking on all questions, holding elective office except for that of President, and serving on committees. Associate Members shall also have the privileges of holding appointed office, chairing committees, representing the Club in the affairs of the O’ahu Council, the Association of Hawaiian Civic Clubs, and the community at large, when so designated by the Club President.

3.1.3 Youth Member

Eligibility – Any person age 17 or younger who is sponsored by a Regular or Associate Member committed to the participation of this youth in Club activities in a manner that upholds the purposes and objectives of the Club.

Admittance – Youth membership shall require the approval of the Board of Directors and ratification by the general membership of the Club, both by simple majority vote.

Privileges – Youth Members shall have the privileges of serving on Club committees and representing the Club in the affairs of the community at large, when so designated by the President. Youth Members shall also be eligible for scholarships offered by the Club for elementary and secondary education, and for Hawaiian cultural enrichment.

3.1.4 Life Member (Hulu Kupuna)

Eligibility – Life membership may be conferred upon a Regular or Associate Member who has attained the status of hulu kupuna – cherished and respected elder – for his or her years of exemplary service to the Club.

Admittance – Life membership shall require nomination by the President and approval, by unanimous vote, of the Board of Directors.

Privileges – Life Members shall continue to enjoy the privileges of their Regular or Associate Member status; they shall also be exempt for life from payment of membership dues.

- 3.2 Applications for Regular, Associate, and Youth membership shall be submitted in writing on the form prescribed by the Club, and shall be accompanied by the required dues as set forth in Article I of the Bylaws.
- 3.3 Members considered “in good standing” are those members whose dues are fully paid, who actively participate in club affairs, and who demonstrate a commitment to the purposes and objectives of the Club.

Article IV

4 Board of Directors

- 4.1 Structure. The structure of the Board of Directors shall be as follows:
 - 4.1.1 Officers of the Club shall be comprised of its duly elected Pelekikena (President), one or more Hope Pelekikena (Vice Presidents), and a Pu’ukū (Treasurer). These officers shall constitute the Executive Committee of the Club.
 - 4.1.2 Directors of the Club shall be comprised of no fewer than four and no more than eight duly elected Alaka’i (Directors).
 - 4.1.3 The Pelekikena Iho Nei (Immediate Past President) shall serve as a member of the Board with the full rights and responsibilities accorded the Officers and Directors of the Club.
 - 4.1.4 Staff shall be appointed by the Pelekikena to serve as non-voting members of the Board. The staff must include one Kākau ‘Ōlelo (Secretary), and may include other positions such as Kahuna Pule (Chaplain), Mālama Puka (Sergeant-At-Arms), and Ho’opa’a Mo’olelo (Historian).
- 4.2 Qualifications. The Officers, Directors, and Staff shall be Club members in good standing. The Pelekikena of the Club shall be of Hawaiian ancestry.
- 4.3 Terms. All duly elected Board members shall serve a term of two years, to begin on January 1 of the year following their election. Elected officials shall not serve more than three consecutive terms per office. The terms of all appointed Staff members shall be consistent with the term of the Pelekikena.
- 4.4 Vacancies. In the event of a vacancy in the position of Pelekikena, the Hope Pelekikena will assume the presidency. In the event of a vacancy in the position of Hope Pelekikena, Pu’ukū, Alaka’i, or Kākau ‘Ōlelo, the Pelekikena will appoint a replacement with the approval of the Board by simple majority. Appointed replacements shall be Club members in good standing and shall serve the remainder of the unexpired term of that office.

Article V

5 Prohibitions

- 5.1 The membership, as a whole, shall not take part in any activity that is contrary to the purposes and objectives of the Club.

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- 5.2 There shall be no solicitations for funds during any meeting by anyone who is not a member in good standing of the Club.
 - 5.3 No member shall use the Club as a means of furthering any personal, political, or other gain; nor shall the Club endorse any candidate for political office.

Article VI

6 Dissolution

- 6.1 Dissolution of the Club shall begin with the Board of Directors' unanimous approval of a Resolution to Dissolve. This resolution shall include a plan that describes how, in accord with section 501(c)(3) of the U.S. Internal Revenue Code, the Club will pay its creditors and distribute its remaining assets. The resolution shall then be ratified by a majority of the Club's entire membership.
- 6.2 Written notice of a request for dissolution of the Club's charter shall be filed with the O'ahu Council stating the reasons thereof. The request shall then be referred, together with the findings and recommendations of the O'ahu Council, to the Board of Directors of the Association of Hawaiian Civic Clubs for final determination.
- 6.3 The process of dissolution shall then proceed in compliance with State and Federal laws.

Article VII

7 Amendments

- 7.1 The Constitution may be amended by a two-thirds majority vote of the members present at a general membership meeting, provided that all proposed amendments are 1- submitted in writing to the Board, 2- reviewed by the Board and given its endorsement or opposition, and 3- circulated to the membership at least 30 days prior to the vote. If the proposed amendments have not been submitted and circulated as stipulated above, such amendments may only be approved by unanimous vote of the members present at a general membership meeting.

Article VIII

8 Motto, Colors, Flower, and Mele

- 8.1 The motto of the Club and its interpretation shall be **“E ALA E NĀ MAMO, E OLA NĀ PUA,”** (Arise o descendants, so that our children will thrive), composed by Pīlahi Pākī.
- 8.2 The colors of the Club shall be **‘ILIMA GOLD** and **BLACK.**
- 8.3 The flower of the Club shall be the traditional **‘ILIMA BLOSSOM.** The black kukui nut may also be worn by the membership of the Club.
- 8.4 There shall be two official mele of the Club. The song of the Club shall be **“NĀ PUA LEI ‘ILIMA,”** composed by Kau‘i Zuttermeister. The oli of the Club shall be **“O KAILUA I KE OHO O KA MALANAI,”** a chant whose text is recorded in the story of Hi‘iakaikapoliopole.

BYLAWS

Article I

1 Dues

- 1.1 Dues amounts for Regular, Associate, and Youth Members shall be reviewed annually by the Board of Directors. Changes shall require the approval of the Board and ratification by the general membership, both by simple majority.
- 1.2 Dues shall be payable to the Club upon submission of the membership application and annually thereafter during the first quarter of each new year. A six-month probationary period shall be imposed on all new members, after which time all membership privileges shall inure. Delinquent members – those who have not met the March 31 deadline – shall lose all privileges until the Club is in receipt of dues owed; membership shall be terminated if dues have not been paid by year's end.

Article II

2 Nominations

- 2.1 At a meeting of the Board of Directors in the third quarter of the year, the Board shall appoint a nominating committee of three members. This committee shall:
 - 2.1.1 Assemble a slate of willing and qualified nominees for each elective office with a term expiring at the end of the year.
 - 2.1.2 Review the current number of active Alaka'i seats. Any recommendations for changes shall be presented to the Board for approval by simple majority. This shall be done in accordance with Article IV of the Constitution and prior to the general membership meeting at which the slate of nominees is announced.
- 2.2 At a general membership meeting in the fourth quarter of the year, the Chair shall announce the elective board seats to be filled for the upcoming year. The nominating committee shall then submit the names of at least one nominee per seat. Nominations from the floor may only be made at this meeting.
- 2.3 Nominees for office shall be Club members in good standing for at least six months prior to their nomination. Candidates for Pelekikena must also be of Hawaiian ancestry.

Article III

3 Elections

- 3.1 The election of the Club's Officers and Directors shall take place at a general membership meeting in the fourth quarter of the year. This meeting shall be separate and distinct from the meeting at which the slate of nominees is submitted.
- 3.2 Candidates shall be elected by secret ballot. Those candidates who receive the most votes per seat shall be declared elected.

Article IV

4 **Duties of the Board of Directors**

- 4.1 **Board of Directors**. Collectively, the Board shall:
- 4.1.1 Carry out the purposes of the Club according to its Constitution, be responsible for the execution of its Bylaws, and prescribe rules regulating the affairs and conduct of the organization as are not addressed in the Constitution and Bylaws.
 - 4.1.2 Care for the property of the Club, and manage its funds as set forth in Article V of the Bylaws. When deemed necessary, the Board shall authorize any bonding services of a reputable surety company or audit services of a reputable financial auditor.
 - 4.1.3 Ensure that the Club is in compliance with all requirements as a chartered member of the Association of Hawaiian Civic Clubs and ergo a member of the O'ahu Council, as is outlined in their Constitutions and Bylaws. This shall include, but is not limited to, the on-time submittal of all necessary reports and dues, as well as participation in conventions.
- 4.2 **Executive Committee**. The Executive Committee may be called upon to help manage the daily operations of the Club, such as developing the calendar of events for the year, executing projects and educational forums, organizing the Club's participation in conventions, etc.
- 4.3 **Pelekikena**. The President shall preside over all meetings of the Board and general membership (GM), supervise the work and activities of the Club, and perform all other duties that pertain to this office.
- 4.3.1 For the Association's annual convention, the President shall disseminate any proposed resolutions to the appropriate committee(s) for review and recommendations to the Board; shall propose to the Board the assignment of delegates and alternates to represent the Club and to speak and vote on behalf of the Club in committee meetings and plenary sessions; and shall coordinate feedback from delegates and alternates, to be reported at the next regular general membership meeting following convention.
 - 4.3.2 For the O'ahu Council, the President shall represent the Club at meetings of the Council; shall appoint a Permanent Member from within the Board to also attend such meetings; and shall designate an alternate to attend Council meetings in the event of an absence of the President or Permanent Member.
 - 4.3.3 For community events, the President may also represent the Club or designate a fellow Board member to do so at various functions and activities in the community, so long as this representation is consistent with the purposes and objectives of the Club.
- 4.4 **Hope Pelekikena**. The Vice President(s) shall be responsible to the President; shall accept assignments as delegated by the President; and shall present progress reports of said assignments at Board or GM meetings, as requested by the President. In the event of absence or inability of the President to perform the duties of that office, the Vice President(s) shall, in the order of priority, act and have the same authority and responsibilities as the President.
- 4.5 **Pu'ukū**. The Treasurer shall receive all monies paid in and belonging to the Club, giving receipt as appropriate; shall deposit the same in such accounts as set forth in Article V of the Bylaws; and shall make prompt payment of bills as designated by the Board. The Treasurer may be bonded prior to taking office, as designated by the Board.

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- 4.5.1 A complete financial report of all monies received and disbursed shall be presented to the Board and GM at regular meetings, including an annual report at year-end. The Treasurer shall also keep a full and accurate record of all payment of membership dues.
 - 4.5.2 The financial books and accounts of the Club shall be open at all times to the inspection of the President, the Board, and any financial auditor designated by the Board for the purpose of auditing the financial affairs of the Club.
 - 4.5.3 The Treasurer shall deliver to his or her successor all books, files, and other articles belonging to the Club.
 - 4.6 Alaka'i. The Directors shall provide support to the Officers and help guide the leadership of the Club; shall accept assignments as delegated by the President; and shall present progress reports of said assignments at Board or GM meetings, as requested by the President.
 - 4.7 Pelekikena Iho Nei. The Immediate Past President shall serve as a consultant to the President as needed; and shall perform such other duties as requested by the President.
 - 4.8 Kākau 'Ōlelo. The Secretary shall take minutes of the proceedings of all meetings of the Board and GM; and shall maintain a full, true, and accurate record thereof.
 - 4.8.1 The Secretary may help to prepare and coordinate correspondence, and may be asked to have available all communications, documents, and other data at Board or GM meetings, as requested by the President.
 - 4.8.2 The Secretary shall deliver to his or her successor all books, files, and other articles belonging to the Club.
 - 4.9 Kahuna Pule. If appointed, the Chaplain shall provide spiritual leadership for the Club; shall work closely with the Board in offering compassion and support, as directed; and shall perform such other duties as requested by the President.
 - 4.10 Ho'opa'a Mo'olelo. If appointed, the Historian shall be the custodian of all historical property of the Club; shall be responsible for the preparation and maintenance of all such records, photographs, and other memorabilia; and shall make available copies of the history of the Club or any parts thereof to the Board or Committees of the Club, upon request. At term's end, the Historian shall deliver to the Board all books, files, and other articles belonging to the Club.
 - 4.11 Mālama Puka. If appointed, the Sergeant-at-Arms shall ascertain the identify of all present at meetings; shall introduce to the President all visitors and guests in attendance; shall be ready at all times to assist the President in the circulation of printed materials to those present at meetings; and shall keep decorum and order at Board and GM meetings.

Article V

5 Funds

- 5.1 The Club shall be committed to responsible financial management. The Board of Directors shall work closely with its Treasurer to ensure that all financial matters are handled with the integrity, accuracy, transparency, and timeliness that embody the best practices of a non-profit organization.
- 5.2 All monies collected by the Club shall be assigned to either the General Fund or Scholarship Fund, as approved by simple majority of the Board.
 - 5.2.1 General Fund. This fund shall be for operating expenses of the Club.

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- 5.2.2 Scholarship Fund. This fund shall be for providing financial grants to applicants seeking educational enrichment and advancement.
- 5.3 All non-administrative expenditures of the Club shall be approved by simple majority of the Board.

Article VI

6 Committees

- 6.1 Standing Committees. The standing committees of the Club shall be as follows:
- 6.1.1 Fundraising Committee. This committee shall identify, recommend, and assist with fundraising events and activities, as necessary, to both replenish the Scholarship Fund and to help defray costs associated with sending a delegation to the Association's annual convention. Allocation of monies raised shall be approved by the Board of Directors and ratified by simple majority vote of the membership.
 - 6.1.2 Resolutions Committee. This committee shall keep an eye on relevant action (legislative or otherwise) that affects the Kailua community and shall propose resolutions, when appropriate, for consideration by the Club. Resolutions require the approval of the Board of Directors and ratification by the general membership, both by simple majority, before being eligible for submission to the Association and O'ahu Council for consideration. A representative from this committee shall also be responsible for follow-up during and after convention, if needed. The committee shall provide regular reports of its progress to both the Board and general membership.
 - 6.1.3 Conventions Committee. This committee shall coordinate the participation of designated Club members in the annual Association convention.
- 6.2 Special Committees. The President may establish special committees, as needed, to carry out the work of the Club. These committees may include the following:
- Community Outreach Committee
 - Constitution & Bylaws Committee
 - Membership Committee
 - Nominations Committee
 - Scholarship Committee
- 6.3 The President shall appoint the Chairperson of each committee, subject to confirmation by the Board of Directors.
- 6.4 The terms of Standing Committee Chairpersons shall be consistent with the term of the President. In the case of Special Committees, terms shall be specified by the President upon activation of said committees.
- 6.5 A committee shall minimally consist of the Chairperson and at least two other members. The Chairperson shall call meetings as needed, and shall be prepared to provide a report on progress at meetings of the Board and general membership, upon request by the President.
- 6.6 Each committee shall make available a written annual report of its plans, activities, and accomplishments to the Board of Directors before the end of each year. These reports shall be shared with the general membership at its first regular meeting of the new year, and shall become a part of Club records.
- 6.7 A committee may make recommendations for amendment to its duties, or the duties of other committees that directly affect it, to be consistent with the current affairs of the Club. The

committee may develop working guidelines to manage its activities and carry out any programs consistent with its function, so long as such guidelines are within the parameters of these Constitution and Bylaws and are consistent with the purposes and objectives of the Club.

Article VII

7 Meetings, Quorum, and Email Voting

7.1 Meetings. The Club shall conduct its business and activities on a 12-month calendar year, from January through December. The general membership shall meet at least once quarterly, as shall the Board of Directors. The Executive Committee shall meet on such dates and times as determined by the President. Meetings may be held either in person or virtually using a video-conferencing platform, as determined by the Board.

7.1.1 Regular Meetings

Scheduling – At the beginning of each new year, the President shall propose to the Board of Directors a schedule of regular meetings for both the general membership and Board. This schedule shall be approved by a simple majority of the Board.

Notification – The schedule of the year’s regular meetings shall be circulated to all Club members during the first quarter of each year and may also be posted on the Club’s website. Meeting reminders and agendas shall be disseminated by email at least 48 hours in advance of each meeting.

Order of Business – The President shall determine the items and order of business for each regular meeting as best suits the business at hand. The format below is that most often followed by the Club:

- Call to Order & Pule
- Approval of Minutes
- Treasurer’s Report
- Committee Reports
- Unfinished Business
- New Business
- Announcements
- Adjournment

7.1.2 Special Meetings

Scheduling – Special meetings of the general membership and Board shall address single issues of great urgency and significance. They shall be convened by the President with the approval of the Board by simple majority.

Notification – Notification of these meetings shall be made at least 24 hours in advance and include a statement of the nature and urgency of the business at hand.

Order of Business – The President shall determine the specific format of each special meeting with the understanding that its single issue shall be the meeting’s only focus; no other business shall be conducted. The format below is that most often followed by the Club:

- Call to Order & Pule
- Single, urgent item of business
- Adjournment

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- 7.2 Quorum. Quorum for general membership meetings, regular or special, is ten members. Quorum for Board meetings, regular or special, is five members.
- 7.3 Email Voting. The Board of Directors of the Club shall have the authority to vote via email in order to conduct day to day business requiring immediate attention, provided that 1- every Board member respond to the call for a vote, 2- the vote be unanimous, allowing the President to declare the motion passed by unanimous written consent, and 3- the vote be affirmed in the minutes of the next Board meeting. The President shall call for email voting only for matters that do not rise to the level of urgency and significance for which Special Meetings are intended.

Article VIII

8 Rules of Order

- 8.1 Each Club meeting shall be conducted according to mutually agreed upon protocols proposed and administered by the Pelekikena or other presiding member. It is common practice for the Club to follow a modified, less formal reading of Roberts Rules of Order, but these rules may be suspended or replaced to best address the business at hand and honor the process of Hawaiian decision-making.

Article IX

9 Amendments

- 9.1 The Bylaws may be amended by a simple majority vote of the members present at a general membership meeting, provided that all proposed amendments are 1- submitted in writing to the Board, 2- reviewed by the Board and given its endorsement or opposition, and 3- circulated to the membership at least 30 days prior to the vote. If the proposed amendments have not been submitted and circulated as stipulated above, such amendments may only be approved by unanimous vote of the members present at a general membership meeting.