

**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 372024*
Honolulu, Hawaii *96837-2024*

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.

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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 year 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: Current Board of Directors can elect up to 5 Elected from among Presidents

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Emeritus and Honorary Directors, to assist the Board in Various functions. These Presidents Emeritus and Honorary Directors must be dues paying members, expressed willingness to serve, and have been participating and supportive of activities of the Association.

1. These 5 Presidents Emeritus and Honorary Directors can be counted for Quorum purposes and can vote at Board of Directors meetings.
2. Directors elected Presidents Emeritus and Honorary Directors can elect a Chairperson among the Presidents Emeritus and Honorary Directors.
3. Presidents Emeritus and Honorary Directors shall be elected every year by the Board.

Article 16: All Directors, Officers, Presidents Emeritus and Honorary Directors, and Advisors of the Association shall serve on a voluntary basis without compensation.

Article 17: All past Presidents shall become Presidents Emeritus.

Article 18: 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 19: Power and authorities of the general membership meeting:

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

Article 20: 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 21: 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,

Article 22: 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 23: Power and authorities of the Vice Presidents of the Association:

1. To assist the President in managing Association Affairs;

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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

Article 24: 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 25: 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 26: At all Board of Director meetings, a majority of Directors, including elected Presidents Emeritus and Honorary Directors present, per Article 15, shall constitute a quorum for the transaction of business. The vote of a majority of Directors and elected Presidents Emeritus and Honorary Directors present at a meeting at which there is a quorum shall constitute the decision of the Board. Directors, Presidents Emeritus, and Honorary Directors must be present to vote.

CHAPTER VII BUDGET

Article 27: The Board of Directors shall determine Membership Fees.

Article 28: 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 Presidents, or any two combinations thereof, shall have the authority to sign checks for transacting Association's business.

CHAPTER VIII ADDENDUM

Article 29: The fiscal year of the Association shall be from January 1 to December 31.

Article 30: The submission of membership fee and election of Directors may be conducted by mail if approved by the Board of Directors.

Article 31: The Board of Directors has the authority to amend the By-Laws of the Association.

Article 32: The Constitution can only be amended at the annual general membership meeting.

CHAPTER IX INDEMNITY & LIABILITY

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Article 33. Members of the Board of Directors, Presidents Emeritus and Honorary Directors and Officers of the Association shall not be liable to the Association, or to any members of the Association, for any decisions or actions made in accordance to the Constitution and By-Laws of the Association, and if such decisions and actions were approved by the Board of Directors.

Article 34. Directors & Presidents Emeritus and Honorary Directors will not be indemnified by the Association if their conduct was not Board Approved or otherwise due to their own gross negligence or willful misconduct.

Article 35. If any Board member has a conflict of interest on any issue before the Board, he/she must disclose it prior to any votes being taken on the subject. Unless approved by the majority of the Board, such member must recuse him/herself from voting.