



UHAA BYLAWS

Revised: September 2010

Article 1 – General Organization

Section One. Name.

The name of this Association shall be “The University of Hawai‘i Alumni Association.”

Section Two. Mission.

The University of Hawai‘i Alumni Association promotes and supports the University of Hawai‘i by connecting alumni and friends with the university and with each other, strengthening stakeholder relationships in the community, and inspiring pride among the University of Hawai‘i ‘ohana.

Section Three. Non-Profit Character.

The Association shall operate as a Hawai‘i nonprofit corporation, and any net income or earnings which may be derived from its operations shall not inure to the benefit of any Association director or officer, but shall be used to promote the purposes of the Association as stated. The Association shall have the power to conduct the business of the Association as stated in these bylaws and that which is permitted by law and by the Internal Revenue Code with respect to Section 501(c)(3) qualified exempt organization for the benefit of the University of Hawai‘i.

Section Four. Relationship with the University.

The Association shall support the activities and policies of the University of Hawai‘i in such form and manner as deemed appropriate by the Board.

Section Five. Definitions.

- (a) “Association” means the University of Hawai‘i Alumni Association;
- (b) “University” means the University of Hawai‘i system;
- (c) “Board” means the Board of Directors of the University of Hawai‘i Alumni Association;
- (d) “Council” means the Alumni Council of the University of Hawai‘i Alumni Association;
- (e) “Alumni” means those who have graduated, have completed at least one semester of course work, or have received an honorary degree from any campus of the University of Hawai‘i system;
- (f) “Friends” means individuals who have never graduated from the University of Hawai‘i but wish to support the University and the Association through membership. Friends also include businesses, corporations, or organizations that show an active interest in the University or Association;
- (g) “Foundation” means the University of Hawai‘i Foundation;
- (h) “Chapter” means an alumni group representing colleges, schools, departments, special interest groups, or campus organizations that has requested and received approval of the Board.

Article 2 – Principal Office

Section One. Principal Office.

The principal office of the Association shall be maintained at such place within the State of Hawai'i, and the Association may have such other offices within or outside the State of Hawai'i, as the Board of Directors shall determine.

Article 3 – Membership

Section One. Eligibility.

All alumni and friends of the University of Hawai'i are entitled to participate as a member of the Association.

Section Two. Types of Memberships.

The Association shall have the following types of memberships:

(a) Lōkahi (Basic) Membership. Basic members shall be all alumni of the University of Hawai'i System. No membership dues are required for basic members.

(b) Ha'aheo (Annual) Membership. Ha'aheo members shall be those persons who have paid annual membership dues to the Association. Annual payment of dues 12 months after the initial payment is required to hold an active Ha'aheo membership with the Association.

(c) 'Onipa'a (Lifetime) Membership. 'Onipa'a members shall be those persons who have paid lifetime membership dues to the Association. 'Onipa'a members shall also be those persons who are lifetime members in the UH Founders alumni as of August 1988 in accordance with agreed upon conditions and are registered with the Association as members in good standing. The Board may at its discretion grant complimentary memberships to those individuals with outstanding commitment to the University.

(d) Joint Memberships. Two persons residing in the same household who are spouses or domestic partners may apply for a joint 'Onipa'a or Ha'aheo membership with the Association.

Section Three. Rights and Privileges of Members.

Unless otherwise determined by the Board, every member will be entitled to basic benefits awarded to members and be entitled to become a director of the Board and an officer of the Association, if so elected or appointed as stated in these Bylaws. Unless otherwise set forth in these Bylaws, members shall have no voting rights hereunder.

Section Four. Property Rights.

No member will have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Association, nor will any of the property or assets be distributed to any member on its dissolution.

Section Five. Liability of Members.

No member will be personally liable for any of the Association's debts, liabilities, or obligations, nor will any member be assessed for the debts, liabilities, or obligations of the Association.

Article 4 - Board of Directors

Section One. Powers.

The Board of Directors is the governing body of the Association and shall manage the affairs of the Association. The Board is empowered to undertake and regulate any action of or on behalf of the

Association. All corporate power of the Association shall be exercised under the authority of the Board, and shall also control the business affairs of the Association. It shall have all of the powers necessary and incidental, consistent with these bylaws and applicable law, to adopt and amend these bylaws and to carry out its activities and those of the Association. A director must be a member of the Association as described in Article 3.

Section Two. Duties and Responsibilities.

The Board shall elect the executive officers and directors of the Association. The Board may appoint committees to consider and to make recommendations relating to various activities of the Association. The chairpersons and members of each committee shall be appointed by the Association President to serve during his/her term of office. The Board shall provide a written annual report on the activities of the Association during the preceding year to the Association membership, and the University.

Section Three. Directors.

The Board shall be composed of the following directors:

Ten (10) directors from those appointed by the University System President;

Five (5) directors nominated by the Association President; of which at least three directors shall be from the Council; and,

One (1) director appointed by the Chancellor of University of Hawai'i at Manoa,

One (1) director appointed by the Chancellor of University of Hawai'i at Hilo,

One (1) director appointed by the Chancellor of University of Hawai'i at West Oahu;

One (1) director representing the collective University of Hawai'i Community Colleges and appointed by the Vice President of Community Colleges of the University of Hawai'i ; and

Ten (10) directors from those elected-at-large.

In addition, the following individuals shall serve as nonvoting ex-officio directors of the Board, serving terms corresponding to the office they hold:

The Associate Vice President of Alumni Relations of the Foundation or representative or successor;

The President of the Foundation or representative or successor;

The President of the University or representative or successor;

The Assistant Secretary of the Association

The Assistant Treasurer of the Association

The immediate Past President of the Association

All voting directors of the Board shall be confirmed by the affirmative vote of the majority of the Board.

Section Four. Terms.

The ten directors appointed by the University System President and the ten at-large directors shall serve a term of three (3) years. The five directors appointed by the Association President shall serve a term of one (1) year. The three directors appointed by the respective University's Chancellors of the Manoa, Hilo

and West Oahu campuses shall each serve a one (1) year term. The director appointed by the University's Vice President of Community Colleges shall serve a one (1) year term. The term of office for each director shall commence the first day of July of the preceding fiscal year in which said director is nominated/appointed and confirmed; provided, however, that the term of any interim director serving the unexpired term of a director who has resigned or been removed shall commence on a date determined by the Board, or upon the Board's approval of said interim director's nomination/appointment, whichever is earlier.

Section Five. Resignations.

A director of the Board may resign at any time by submitting a written resignation letter to the President of the Association

Section Six. Removal.

Any director may be removed by a two-thirds (2/3) vote of the entire Board when in its judgment it is in the best interest of the Association.

Section Seven. Vacancies.

Any vacancy shall be filled for the unexpired term by appointment of the President and shall be confirmed by the affirmative vote of the majority of the remaining directors of the Board, even if such majority is less than a quorum of the Board.

Section Eight. Compensation and Property Rights.

No director of the Board will receive any compensation from the Association solely by virtue of his or her directorship. No director of the Board will have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Association, nor will any of the property or assets be distributed to any director of the Board on its dissolution.

Section Nine. Liability of Directors.

No Director of the Board will be personally liable for any of the Association's debts, liabilities, or obligations, nor will any director be assessed for the debts, liabilities, or obligations of the Association.

Article 5 – Officers

Section One. Officers.

The officers for the Association shall consist of a President, a First Vice President, a Second Vice President, Secretary, and Treasurer. The Board of Directors may elect or appoint any other officers, including one or more assistant secretaries, and one or more assistant treasurers. The officers shall be elected from among the directors of the Board and will have the authority to perform the duties prescribed in these Bylaws. The officers of the Association shall be voted upon by the Board annually.

Section Two. Responsibility.

All officers are responsible to the Board and shall conduct the affairs of the Association under the direction of the Board.

Section Three. President.

The President shall be the principal officer of the Association. The President shall preside at all meetings of the Board and shall serve as a director ex-officio on all committees of the Association, and perform such other duties which customarily pertain to said office. The President may serve a maximum of two (2) consecutive terms.

Section Four. First Vice President.

The First Vice President shall also serve as Chair of the Alumni Council and shall be responsible for overseeing the development of officially recognized alumni organizations throughout the world and for encouraging clear communication, cooperation and support for the University via these groups. In the

absence of the President, or in the event of an inability or refusal of the President to act, the First Vice President shall perform the duties of the President.

The First Vice President shall succeed to the presidency of the Association upon the expiration of term of the President.

In the event of the resignation of the President or the President's inability to complete the current term of office, for any reason, the First Vice President shall become President for the remainder of the term of the office.

Section Five. Second Vice President

The Second Vice President shall chair the board nominations committee and shall be responsible for the planning and implementation of the Association system-wide programs and events. In the absence of the President and First Vice President, or in the event of an inability or refusal of both the President and the First Vice President to act, the Second Vice President shall perform the duties of the President. In the event that the second vice president is unwilling or unable to assume these duties, the Board will elect a new president and first vice president from among themselves, who will serve the remainder of that term of office.

Section Six. Secretary.

The Secretary shall review material pertaining to the Association's operations and advise the Board and Alumni Council in the coordination of University-wide alumni affairs. The Secretary will assist in the preparation of minutes for the Board and is the record keeper for the organization.

Section Seven. Treasurer.

The Treasurer will be responsible for overseeing the financial management of the Association. He/She shall also be custodian of the monies of the Association which may be held in any one or a combination of the following: 1) a Foundation account, 2) an account at an insured financial institution, 3) a University account. The Treasurer shall make disbursements in such manner as is authorized by these bylaws and the Board.

He/She shall serve as the liaison between the Foundation and the Association to ensure coordination and cooperation on alumni initiatives involving fund-raising and corporate sponsorship of Association programs.

Section Eight. Terms.

The officers shall be elected for a term of one (1) calendar year, commencing on the first of July.

Article 6 - Meetings, Quorum, and Action Without a Meeting

Section One. Meeting.

The Board shall meet no fewer than three (3) times each fiscal year at such time and place as shall be determined by the President.

The President shall preside at all meetings of the Board.

Section Two. Special Meeting.

A special meeting of the Board may be called at any time by the President or by a simple majority of the voting directors of the Board.

Section Three. Notice of Board of Directors Meeting.

Notice of all Board meetings shall be given to each Board director by the Secretary or Treasurer by informing the directors by word of mouth, by telephone, by available technology or by leaving written notice with the director at the director's residence or usual place of business. Such written notice shall be given no fewer than ten (10) day prior to the date of the meeting. Non-receipt of any written notice mailed

to the Board shall not invalidate any business done at the meeting when a quorum is present. Any Board director may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him or her.

Section Four. Place of Meetings.

All meetings of the Board shall be held at the principal office of the Association, unless some other place is stated in the notice of meeting.

Section Five. Quorum.

For any meeting of the Board, a quorum shall consist of a simple majority of the voting directors of the Board.

Section Six. Action Without a Meeting.

Action of the Board of Directors or its committees may be held by telephone conference or similar communication equipment provided that all such directors or directors shall be deemed to be present in person at the meeting. Action may be taken by a majority vote of the directors of the Board. Any action of the Board taken outside a meeting must have unanimous written consent. Action by telephone conference or written consent will have the same force and effect as action by voice vote of the Board or its committees. Any certificate or other document filed under any provision of law which relates to an action taken without a meeting will state that the action was taken by unanimous written consent of the Board without a meeting, and that bylaws of the Association authorize the Board or its committees to act without a meeting as described in this section.

Section Seven. Committees.

- (a) Advisory Committees. The Board may have committees to consider and to make recommendations relating to various activities of the Association. The chairpersons and directors of each committee shall be appointed by the Association President to serve during his/her term of office. These committees shall not have authority to act on behalf of the Association. An individual's membership on an advisory committee does not independently qualify such individual as an officer, director, or agent of the Association, and such individual shall keep confidential all confidential information gained by virtue of such position.
- (b) Powers of the Executive Committee. The Executive Committee, which is comprised of the Association's officers, will be empowered to transact all necessary and essential business of the Association not otherwise provided for in the articles of incorporation and bylaws. The Executive Committee will meet at the discretion of the President or Associate Vice President of Alumni Relations of the Foundation.

Section Eight. Ratification.

The Board may ratify actions by majority vote.

Section Nine. Rules of Procedure.

Robert's Rules of Order shall govern all meetings of the Association except to the extent that the same may conflict with these Bylaws or the Articles of Incorporation of the Association.

Article 7 - Alumni Council

Section One. Purpose.

The purpose of the Council is to advise the Board on matters which shall improve the Association and its service to alumni and friends of the University. The Council shall be the communication link to alumni organizations recognized by the Association and the University, responsible for communicating Association information with their directors and the general public; provided, however, that the Council shall be strictly an advisory in nature and shall not have authority to act on behalf of the Association. An

individual's membership on the Council does not independently qualify such individual as an officer, director, or agent of the Association, and such individual shall keep confidential all confidential information gained by virtue of such position.

Section Two. Membership.

The First Vice President shall chair the Council. The Council shall be composed of the presidents or their designees of each alumni organization officially recognized by the Association.

The following may also be members of the Council:

1. The Chancellor of the University of Hawai'i Manoa or representative or successor;
2. The Chancellor of the University of Hawai'i Hilo or representative or successor;
3. The Chancellor of the University of Hawai'i West O'ahu or representative or successor;
4. The Chancellor of Kaua'i Community College or representative or successor;
5. The Chancellor of Leeward Community College or representative or successor;
6. The Chancellor of Honolulu Community College or representative or successor;
7. The Chancellor of Maui Community College or representative or successor;
8. The Chancellor of Kapiolani Community College or representative or successor;
9. The Chancellor of Windward Community College or representative or successor;
10. The Chancellor of Hawai'i Community College or representative or successor; and
11. The directors of the Board of the Association.

Section Three. Term of Office of the Alumni Council Members.

Term of office for all members is one year and shall commence the first day of July.

Section Four. Vacancies.

Any vacancy shall be filled for the unexpired term by the appropriate organization or person.

Section Five. Annual Meeting.

An annual meeting of the Council may be held within the State of Hawai'i on a day determined by the Board. The Board may make available an annual report to the Council membership at this meeting.

Section Six. Special Meetings.

Special meetings of the alumni council shall be held at such times and places as shall be determined by the Board of Directors or upon request of five (5) members of the Alumni Council.

Section Seven. Notice of Meeting.

Notice of all Council meetings shall be given to each Council member by the First Vice President by informing the members by word of mouth, by telephone, or by leaving written notice with the member at the member's residence or usual place of business.

Article 8 - Chapters and Clubs

Section One. Recognition of Chapters.

The Association, as the official alumni association of the University, may recognize alumni chapters and clubs. These groups may represent colleges, schools, departments, regions, special interests or campus organizations. Such groups shall determine their own governance and create their own bylaws, provided that such bylaws do not conflict with Association bylaws or Articles of Incorporation, or applicable University policies and rules.

To receive recognition as an official chapter or club of the Association, the leader or ranking officer of the group must submit a letter to the Second Vice President of the Association requesting Association chapter or club recognition, accompanied by a copy of the petitioning organization's bylaws. If the group proposes affiliation with a campus component or sponsoring unit, the group must also forward a letter from the dean, department head, chairperson, or recognized head of the University component, who agrees to the affiliation and agrees to provide administration support to the alumni group. The bylaws adopted by a chapter or club shall not be in conflict with the bylaws or Articles of Incorporation of the University of Hawai'i Alumni Association, and shall be subject to review by the Association's Board prior to recognition of the petitioning group as a recognized chapter or club.

Upon approval by a majority vote of the Board, the petitioning group shall be declared officially recognized by the Association and receive all the rights, privileges, and responsibilities pertaining thereto, including the use of the University in its name.

Section Two. Program Assistance.

Upon official recognition, a recognized alumni chapter or club may receive assistance with its programs and activities from the Association.

Section Three. Alumni Records.

Officers of officially recognized chapters and clubs may be given access to alumni records for the express purpose of advancing the mission of the Association, chapter or club, and the University. Chapters must comply with alumni data request procedures. Chapters and clubs shall not have direct access to UHAA's database of email addresses.

Section Four. Requirements to Maintain Association Recognition.

An alumni chapter or club must do the following to maintain Association recognition: a) sponsor and/or participate in a minimum of two (2) Association events and programs each year, b) correspond with its members at least twice a year, c) have a minimum of twenty-five (25) active members, d) maintain a chapter or club president in good standing, and e) provide annual financial statements and a calendar of activities for its members. Failure to maintain these requirements may result in the chapter or club being declared inactive by the Association Board, and suspension of chapter recognition and support until all requirements are met.

Section Five. Dues.

All members of UHAA chapters and clubs are required to be members of the University of Hawai'i Alumni Association. At the discretion of the Association board, a portion of the Association dues may be forwarded to recognized alumni chapters to service its members.

International chapters must comply with UHAA bylaws and chapter policies. An international chapter may opt to maintain its own membership dues and finances in entirety and operate independently with no services provided by the Association or Foundation staff. Any use of marks, logos or use of names must be approved by the Association. All chapters must be officially recognized by the Association and will comply with Association operating policies.

Section Six. Liability.

The Association will not be liable or in any way responsible for any actions of its chapters or clubs including, without limitation, the negligence or willful misconduct of the chapters or clubs.

Article 9 - Liability and Indemnification

Section One. Liability.

No Council member, director of the Board, officer, or employee of the Association shall be liable to the Association for any loss or damage suffered by the Association on account of any action or omission by such person, if such person acted in good faith and in a manner reasonably believed by such person to be in the best interests of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful.

Section Two. Indemnification.

The Association shall indemnify each person who was or is a party or is threatened to be made a party to any proceeding, by reason of the fact that the person is or was expressly an agent of the Association in the manner and amount as set forth in Chapter 415B - Nonprofit Corporation Hawai'i Revised Statutes.

Article 10 – Conflict of Interest

Section One. Policy.

No director of the Board will have a material personal interest in conflict with the interests of the Association or be engaged to provide professional or other services to the Association for remuneration, unless the arrangement is the result of a competitive bidding process or is the result of circumstances which, in the judgment of the officers of the Board, warrants the arrangement. Nothing in this section, however, will be construed to preclude the Association from engaging the services of a director, his or her company, his or her employer or any of his or her associates so long as the relationship is fully disclosed to the Association. A director having a conflict of interest will not use his or her personal influence in order to obtain a contract with the Association; however, a director may state his or her position and answer pertinent questions with respect to the matter. In the event the Association engages a director, his or her company, or his or her employer, or his or her associate to provide professional services for remuneration, the Association will enter into a written agreement with the director, his or her employer, his or her company, or his or her associate that will specify the nature, term and scope of the engagement, and any other factors determined necessary by the Associate Vice President of Alumni Relations of the Foundation.

Section Two. Written Disclosure.

At least once a year, there will be a full written disclosure by each director of the Board of all relationships, fees, commissions or other remuneration furnished by the Association to the director, his or her company, his or her employer, or his or her associate or by any organization in which a director has a significant beneficial ownership. Additionally, if any conflict arises during the twelve (12) months following completion of the written disclosure statement, the director will promptly notify the Associate Vice President of Alumni Relations of the Foundation in writing. The treasurer of the Board will be responsible for disclosing any reported conflicts to the Board for discussion. Such disclosure shall be done in a timely manner taking into consideration such factors as the Board's meeting schedule and the depth of the conflict.

Article 11 – Confidentiality of Association Documents

Section One. Disclosure of Association Financial Information.

Upon receipt of a reasonable and specific request in writing, the Association may make public Association financial information, including expenditures from Association funds, documentation regarding completed business transactions and information about the investment and management of Association assets.

Section Two. Confidentiality of Alumni and Donor Information.

The Association will not release personal or financial information about alumni, members, friends, volunteers, donors, or prospective donors, unless as required by law.

Article 12 - Amendments

These bylaws may be amended, altered, or repealed and new or additional bylaws may be adopted by:
(a) at least two-thirds vote of the voting directors of the board of directors, at a meeting at which a quorum was present or (b) a statement that such amendment was adopted by consent in writing, signed by all voting directors of the board of directors.