**University of Hawai‘i Alumni Association**

**Sample Chapter Bylaws**

* Recommended for use by UH Alumni Chapters
* Articles may be amended to meet local conditions

**Article I – Name**

The name of this chapter shall be the [UHAA-chapter name].

**Article II – Mission**

Section 1. The mission of the [Chapter Name] is to:

1. Promote and support the University of Hawai‘i (UH) and its campuses as a recognized University of Hawai‘i Alumni Association (UHAA) alumni chapter.

2. Encourage membership in the University of Hawai‘i Alumni Association among graduates, former students, and supporters of the University of Hawai‘i.

3. Promote UH as an educational institution and provide a support network to new graduates and UHAA members who live in the regional area located in \_\_\_\_\_\_\_.

4. Establish and implement programs to foster a spirit of fraternalism and loyalty among the membership, help promote a strong image of the University of Hawai‘i in the community, and encourage and coordinate activities of the members in support of the educational programs of the University of Hawai‘i.

Section 2. The [Chapter Name] will comply with all University of Hawai‘i policies related to alumni organizations and all UHAA policies and procedures.

Section 3. 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 member, but shall be used to promote the purposes of the Association as stated. The Association shall have the power to do any and all things of every kind and nature 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.

**Article III – Membership**

Section 1. Paid Annual (Ha‘aheo) membership shall be open to University of Hawai‘i graduates, former students, and supporters of all campuses of the University of Hawai‘i.

Section 2. Paid Life (‘Onipa‘a) membership shall be given to those persons who have made the Life Membership dues payment to UHAA, designating [Chapter Name] as their alumni chapter.

Section 3. Rights and Privileges of Members. Every Annual (Ha‘aheo) and Life (‘Onipa‘a) member will be entitled to basic benefits awarded to members and be eligible to be nominated to serve as a member of the chapter’s board of directors.

Section 4. Membership Dues. The University of Hawai‘i Alumni Association will determine the amount and collect dues thereby granting membership in both the University of Hawai‘i Alumni Association and this chapter. Any member who is in arrears will, after due notification from UHAA, will have his/her membership inactivated.

**Article IV – Board of Directors**

Section 1. Membership. The chapter’s Board of Directors shall manage the affairs of the [Chapter Name]. It shall consist of at least ten (10) but not more than fifteen (15) members from the current officers, immediate past president, and those elected by the general membership at the annual meeting. The terms of the Directors shall be staggered (one, two, or three years) so that approximately one-third shall be elected each year. Notwithstanding anything to the contrary herein, each member of the Board of Directors shall continue to serve in his/her position until the term is completed, a successor is elected/appointed, notice of resignation is served, or removal for cause is enacted.

Section 2. Meetings. The Board of Directors shall meet quarterly during each fiscal year, and more often from time to time with sufficient notice (at least 10 days). A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

Section 3. Responsibilities. It shall be the responsibility of the Board of Directors to manage the affairs of the [Chapter Name] in accordance with these bylaws and to carry out the mission of the chapter. The Board of Directors of this chapter shall also:

1. Maintain UHAA recognition,
2. Plan programs and send communication to UH alumni and friends that promote the mission and objectives of the [Chapter Name],
3. Preserve alumni records by forwarding updated membership lists to UHAA via the UHF Office of Alumni Relations each quarter,
4. Serve as the liaison between UH alumni and friends and the University of Hawai‘i, UHAA, and the Office of Alumni Relations.

Section 4. Removal. The Board of Directors may remove and replace any Director who fails to attend three consecutive meetings of the Board without just cause. Vacancies in the Board of Directors shall be filled for the remainder of the applicable term by appointment of the President subject to approval by the rest of the Board.

**Article V – Officers and Duties**

Section 1. The officers of the [Chapter Name] shall consist of President, Vice President, Secretary, and Treasurer. Officers will serve terms of one or two years (July 1-June 30) and may continue to serve by being re-elected by the membership at the annual meeting, provided the individual has not completed his/her third consecutive term in office. Notwithstanding anything herein to the contrary, each officer shall continue to serve in his/her position until the term is completed, notice of resignation is served, or removal for cause is enacted.

Section 2. Duties of the officers are as follows:

1. President. The President shall preside at all meetings of the Board of Directors and the membership; shall have general supervision of the Officers, Directors, and Committee Chairpersons; shall appoint a parliamentarian to assist in the conduct of meetings; and shall perform all duties which customarily pertain to said office and may be required by the Board. The President shall be responsible for increasing UHAA membership and shall represent the [Chapter Name] as the chapter representative on the Alumni Council.
2. Vice President. The Vice President shall perform the duties of the President in his/her absence or inability for any reason to perform such duties. The Vice President shall be responsible for the financial development efforts of the [Chapter Name], and shall coordinate these efforts with the University of Hawai‘i Foundation. The Vice President shall also perform such other duties as directed by the Board.
3. Secretary. The Secretary shall keep a record of meeting minutes, shall administer all communications/correspondence for the [Chapter Name] and may oversee the publication of a periodic newsletter for the membership and prepare newsworthy articles for publication in the UHAA newsletter. A copy of Board minutes are to be forwarded to UHAA via the UH Foundation Office of Alumni Relations or its successor office, plus a quarterly update of the [Chapter Name] membership roster. The Secretary shall maintain records and communications for the [Chapter Name].
4. Treasurer. The Treasurer shall forward all membership dues paid to [Chapter Name] to UHAA for membership processing, and shall make deposits or disbursements as approved by the Board. He/She shall maintain accurate financial records and shall render an annual report to the membership.

**Article VI – Committees**

The President shall appoint the Chairperson of the following committees, and other committees as needed, with the approval of the Board of Directors:

1. Special Events. In coordination with the Board, this committee will plan the annual calendar of events, such as the UHAA activities, visits by University of Hawai‘i distinguished officials, UH athletic visits, general membership meeting(s), and social events.
2. Communications. In coordination with the Secretary, this committee shall publish a periodic newsletter for the membership and prepare newsworthy articles for publication in UH and UHAA news.
3. Membership. This committee shall be responsible for membership drives and pursue annual renewals. It will maintain a current membership directory.

**Article VII – Compensation, Property Rights**

No Officer, Director, Committee Chairperson, or member shall receive any compensation for services to the [Chapter Name]. No Officer, Director, Committee Chairperson, or Member shall have any right, title, or interest in any of the property assets, including any earnings or investment income of this chapter, nor will any of the property assets be distributed to any Officer, Director, Committee Chairperson, or Member upon dissolution.

**Article VIII – Liability and Indemnification**

Section 1. Liability. No Officer, Director, Committee Chairperson, or Member shall be liable to the organization 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 organization and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The Officers and the Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 2. Indemnification. The Officers and Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Hawai‘i.

**Article IX – Elections**

Section 1. Officers and other Directors shall be chosen by vote of the membership. The Board of Directors shall appoint a Nominating Committee which shall gather nominations from the membership.

Section 2. The Committee shall initiate the election process by sending a written notice to each member at least 60 days before the annual/election meeting. The notice or announcement shall contain nominating instructions.

Section 3. Nominations shall be made in writing by any member with consent of the nominee, to include nominations from the floor. No member in arrears in dues shall be accepted for nomination to any office or position.

Section 4. A written notice with the recommended slate will be sent to each member at least 30 days before the annual/election meeting stating the date/time/place of the meeting. Each member in good standing shall be eligible to vote at the annual meeting.

Section 5. Any Officer or Director may resign by written notice. The resignation shall be effective upon receipt of the notice.

**Article X – Vacancies**

Section 1. When any Officer vacancy occurs by reason of resignation, death, or otherwise, the Board shall fill the vacancy for the remainder of the applicable term and shall notify the membership of such action.

Section 2. When any vacancy in the Board of Directors, other than an Officer, shall occur by reason of resignation, death, or otherwise, the position shall be filled for the remainder of the applicable term by the President with the approval of the Board.

**Article XI – General Membership Meetings**

Section 1. Annual Meeting. The annual meeting of the [Chapter Name] membership shall be during the month of May, in conjunction with the election of the Officers and other Directors.

Section 2. Special Meetings. With the concurrence of the Board, special meetings of the membership may be called by the President. Written notice of the special meeting shall be received by members not later than 14 days before the meeting.

Section 3. Quorum. A quorum for a general membership meeting shall be a simple majority of the total membership and no less than 13 members.

**Article XII – Maintaining UHAA Recognition**

Section 1. Each chapter shall determine its own programs and activities. However, an alumni chapter must do the following to maintain UHAA recognition:

1. Sponsor and/or participate in a minimum of two UHAA events and programs per year,
2. Correspond with the entire chapter membership at least two times per year,
3. Maintain a minimum of 25 active UHAA members,
4. Maintain a chapter or club president in good standing,
5. Provide an annual finance report and calendar of activities to its members and the Office of Alumni Relations. At any time, UHFAR may request financial records of the chapter for audit purposes.

Section 2. Failure to Maintain Recognition. Each July, all UHAA chapters will undergo review by the UH Foundation Office of Alumni Relations. Failure to meet the requirements set forth for chapters in the UHAA bylaws will result in the chapter’s probationary status for one year. At the conclusion of the probationary year, the chapter will undergo review. If requirements to maintain UHAA recognition remain unmet, the chapter will be dissolved and payouts will be suspended. Once a chapter is dissolved, members must follow UHAA procedure for starting a new chapter to reactivate the chapter.

**Article XIII – Amendment of Bylaws**

These bylaws may be amended whenever deemed necessary by the membership. Written notice of the proposed amendment(s) shall be received by the Board of Directors at least 14 days before the applicable membership meeting. A two-thirds vote of the membership present at the meeting shall pass the amendment. Written notice of approved amendment(s) shall be distributed to the members.

**Article XIV – Parliamentary Authority**

The parliamentary authority governing the conduct of meetings shall be the current edition of Robert’s Rules of Order (newly revised) except where those rules conflict with the law, the bylaws of the [Chapter Name], or rules established by the Board.

**Article XV – Dissolution**

On dissolution of the [Chapter Name], the Board of Directors, after paying or making provision for the payment of all liabilities, shall transfer all remaining assets to UHAA; or, if not feasible, shall dispose of its remaining assets exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c) of the Internal Revenue Code or any other corresponding provision of United States law.