

AMENDED

BY LAWS

**AFCEA HAWAII**

(A Hawaii nonprofit corporation)

*Approved and adopted effective March 15, 2022*

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## ARTICLE I

### **ORGANIZATION OF CORPORATION AND RULES OF LAW**

We are an association of persons having a common business interest and organized as AFCEA Hawaii (referred to in these Bylaws as the “Corporation”), a tax-exempt Hawaii nonprofit corporation under Section 501(c)(6) of the Internal Revenue Code. We exist and our purposes are to promote the common business interest and improve business conditions in the fields of communications, electronics, intelligence and information systems, within the meaning of Section 501(c)(6) of the Internal Revenue Code, and not to engage in a regular business of a kind ordinarily carried on for profit, including for such purposes:

(a) to support global security by providing an ethical environment that encourages an exchange of ideas and close cooperative relationship among civil government agencies, the military, industry and educational institutions,

(b) to support the goals of AFCEA International, a nonprofit 501(c)(6) corporation located in the Washington, DC, area having like purposes, and serving as a bridge between government requirements and industry capabilities, and

(c) to promote education and academic excellence in technical fields and sciences through scholarships, awards, and training courses.

The Board of Directors and officers are responsible for ensuring that the Corporation adheres to these purposes and governing the Corporation in a manner that maintains the confidence of the constituency and community in the integrity, honesty and purposes of the Corporation.

These Bylaws, as well as the Articles of Incorporation and other governing documents, provide the foundation upon which the Board will govern the Corporation and are based on the operations of the Corporation, as well as applicable Hawaii and federal rules. References to Hawaii law, the Hawaii Nonprofit Corporations Act in Chapter 414D of the Hawaii Revised Statutes (HRS), and IRS rules are referenced within parenthesis following the provisions for which they apply. Unless otherwise indicated in these Bylaws, references to “Member,” “Members” or “Membership” with an initial capital letter refers to persons within the class of Membership of the Corporation in Article X of these Bylaws with such rights and limitations described in the Bylaws, the Articles of Incorporation and Hawaii law.

## ARTICLE II

### **BOARD OF DIRECTORS**

Section 2.1 Powers/Duties of the Board and Inspection of Records. All corporate powers are vested in the Board of Directors to the extent permitted by the laws of the State of Hawaii and the Internal Revenue Code, including the power to do all things necessary, not inconsistent with the law, to further the activities of the Corporation. (HRS 414D-52(17) and - 131(b).) The Board shall conduct, manage and control the affairs and business of the Corporation consistent with State and federal laws, the Articles of Incorporation, the Bylaws, and policies and resolutions of the Board.

Without limiting the foregoing, a director is entitled to inspect and copy the Corporation's books, records and documents at any reasonable time to the extent reasonably related to the performance of the director's duties, including the duties as a committee member, but not for any other purpose or in any manner that would violate any duty to the Corporation or law. (HRS 414D-306.5(a).)

Section 2.2 Composition and Qualifications of the Directors.

(1) Number and composition of the Board. The Board of Directors shall be composed of the following designated and elected directors:

(a) Designated officer-directors: The individuals who hold the position of the President, Executive Vice-President, Treasurer and Secretary selected under Article V, who possess the qualifications described in Section 5.2, shall serve as directors on the Board (referred to as the "designated officer-directors"). The President shall also serve as Chair of the Board.

(b) Past President as a designated director: The most recent past President, who possesses the qualifications described in Section 5.2, shall serve as a director on the Board (referred to as "designated Past President").

(c) Elected directors: Ten (10) additional directors, who shall have the qualifications described in Section 2.2(2)(b) and are elected as Board members under Section 2.3 (referred to as the "elected directors").

The Board may increase or decrease the number of directors from time to time by amending these Bylaws, provided that the number of directors is not less than three as required by Hawaii law. (HRS 414D-133 and -134.)

(2) Qualifications. The designated officer-directors, designated Past President, and elected directors shall have the following qualifications:

(a) Qualifications - designated officer-directors and Past President: The designated officer-directors and Past President shall possess the qualifications of an officer, as described in Section 5.2 of these Bylaws.

(b) Qualifications - elected directors: The elected directors shall have the following qualifications:

(1) be a member in good standing of AFCEA International, a nonprofit 501(c)(6) corporation located in the Washington, DC, area and affiliated with AFCEA Hawaii and

(2) be domiciled in the State of Hawaii. (HRS 414D-132.)

Any person who does not have the authority to vote as a member of the Board of Directors shall not be a "director" as that term is used under the Hawaii Nonprofit Corporations Act, Chapter 414D of the HRS. (HRS 414D-14 (defining "directors").)

All directors will serve without remuneration or expectation of remuneration in their role as directors. Remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as a director. (HRS 414D-149(f).)

Section 2.3 Annual Board Meeting; Election/Designation and Term of Office; Chair of the Board. The annual meeting of the Board of Directors shall be held in March of each year, or at such other time as the Board may designate under Section 3.1. The Corporation shall also have an annual meeting of the Members in accordance with Section 11.1(1), which may be held at the same time as the annual meeting of the Board. (HRS 414D-101(a).)

The Members entitled to vote shall elect the elected directors at each annual meeting of the Members or at any special meeting held for that purpose (see Article XI for Member meeting and notice requirements). (HRS 414D-134(a).) The Corporation may conduct such election by mail and/or electronically at the Board's discretion. (HRS 414D-115.) All elected directors shall hold office for a two-year (2) staggered term, such that, to the extent possible, five (5) directors are elected each year. All elected directors may hold office for successive terms; provided, that a director may not hold office for more than three (3) consecutive terms. The term of a director filling a vacancy expires at the end of the unexpired term that the director is filling. Even if a term has expired, a director shall continue to serve until the director's successor is selected, or until there is a decrease in the number of directors. (HRS 414D-135.)

The designated officer-directors shall serve as directors upon being selected as an officer under Section 5.2 and hold office as a director concurrently with their respective terms as officers under Section 5.2. The designated officer-director, who holds the office of the President shall also serve as Chair of the Board.

The most recent Past President shall serve as a director upon his/her successor taking office as the President.

Section 2.4 Vacancies. The Board of Directors may fill a vacancy on the Board of an elected director. If the directors remaining in office constitute fewer than a quorum of the Board, the directors may fill the vacancy by the affirmative vote of a majority of the directors remaining in office. (HRS 414D-141(a)(2) and (3).) If a designated officer-director held a vacant office on the Board, such office will be filled by the successor who fills the designated officer position under Section 5.3 of these Bylaws. (HRS 414D-141(c).) If a vacancy will occur at a specified later date (by reason of a resignation effective at a later date or otherwise), such vacancy may be filled before it actually occurs so long as the new director does not take office until the vacancy occurs. (HRS 414D-141(d).)

If the Past President held the vacant office, such office will remain vacant until a successor President is appointed and the former President (now, the Past President) serves as a director.

Section 2.5 Resignation of Directors. A director may resign at any time by giving written notice to the Board of Directors or President. Such resignation will be effective when the notice is effective, unless the notice specifies a future effective date. If the notice is made effective at a later date, the Board may fill the pending vacancy before that date so long as the successor does not take office until the effective date. (HRS 414D-137.)

Section 2.6 Removal. The Members entitled to vote may remove one or more directors elected by them with cause at a meeting duly called for that purpose, and the notice must state the purpose of the meeting. (HRS 414D-138(a).) A designated officer-director or Past President

may be removed by amending these Bylaws and deleting or changing the designation. (HRS 414D-139(a).) (Note: a designated officer-director will also no longer hold the position of director, as such, if he or she no longer holds the position as an officer.)

The President, presiding officer of the Board, or Secretary shall give written notice of the removal to the director. A removal is effective when the notice is effective, unless the notice specifies a future effective date. (HRS 414D-139(c) and (d).) The vacancy shall be filled in accordance with Section 2.4.

### **ARTICLE III**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

Section 3.1 Regular and Special Meetings; Annual Board Meeting. If the Bylaws or the Board fixes the date, time and place of a directors' meeting, the meeting is a regular meeting. The Board shall hold a regular annual Board meeting each year in March or at such other time during the year as determined by the Board. All meetings other than regular meetings are special meetings. (HRS 414D-143(a).) Notice of regular and special meetings shall be given in accordance with Sections 3.2(1) and (2), below.

The Board of Directors, in its discretion, may invite the following persons to meetings of the Board:

- Senior Executive
- TechNet Director
- Executive Director
- Women's Outreach Leader
- Former officers of the Corporation
- Former Board members of the Corporation
- Committee members
- Other persons as determined by the Board

Section 3.2 Call and Notice of Meetings. The presiding officer of the Board, the President or twenty percent (20%) of the directors may call and give notice of a meeting of the Board. (HRS 414D-145(d).) The individual(s) calling the meeting may fix the date, time and place for holding the meeting. The Secretary shall give (or cause to be given) notice of each meeting of the Board for which notice is required in accordance with this Section.

(1) Notice Requirements. Except as otherwise required in the Articles of Incorporation, Bylaws or law, regular meetings may be held without notice (provided, that the Board has previously fixed and provided notice of the date, time and place of the meeting). Special meetings shall be preceded by at least two (2) days' notice to each director of the date, time and place, and may state the purpose of the meeting. (HRS 414D-145(a) and (b).) Note: The form of notice and its effectiveness, as provided for in Section 3.2(2), below, must be taken into consideration when providing notice under this Section.

(2) Form of Notice and Effectiveness. Unless otherwise required, notice may be oral, written or in the form of an electronic transmission. Oral notice is effective when it is communicated. Except for a notice provided to the Members under Section 11.4, written notice to the directors is effective at the earliest of the following: when received, five (5) days after its deposit with the US Postal Service, as evidenced by the postmark, or on the date shown on the return receipt signed by or on behalf of the addressee, if sent by registered or certified mail. (HRS 414D-15(a), (b), (c) and (e).)

Notice may be provided by electronic transmission; provided, that the director to whom the notice is given consents (“electronic transmission” means any form of communication that does not directly involve the physical transmission of paper and that creates a record that can be retained, retrieved, reviewed and reproduced). The means of electronic transmission shall be deemed to have been given, as follows:

a) If by facsimile, when directed to a number at which the director has consented to receive notice;

b) If by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice;

c) If by posting on an electronic network together with separate notice to the director of the specific posting, upon the later of the posting and the giving of the separate notice; and

d) If by any other form of electronic transmission, when directed to the director.

A director may revoke such consent by written notice or electronic transmission to the Corporation. Such consent shall be deemed to be revoked if:

(1) the Corporation is unable to deliver by electronic transmission two consecutive notices in accordance with the consent, and

(2) such inability becomes known to the Secretary or other person responsible for giving notice; provided, that the inadvertent failure to treat the inability to give electronic notice as a revocation shall not invalidate any meeting or other action.

If the Hawaii Nonprofit Corporations Act prescribes notice requirements for particular circumstances, those requirements shall govern. If the Articles of Incorporation or these Bylaws prescribe notice requirements, which are not inconsistent with this Section or the Nonprofit Corporations Act, those requirements shall govern. (HRS 414D-14 (defining “electronic transmission”); -15(i), (j) and (k).)

(3) Waiver of Notice. A director may waive any required notice by submitting a written and signed waiver or by attending or participating in a meeting, unless the director at the beginning of the meeting or prior to a vote on a matter not noticed in conformity with law or these Bylaws objects to the lack of notice and does not thereafter vote for or assent to the objected to action. (HRS 414D-146.)

Section 3.3 Decision-Making By Meeting and Quorum. The Board of Directors shall make decisions by holding a meeting at which a quorum is present either in person and/or by wireless communication, as described below. Alternatively, the Board may make decisions without holding a meeting under Section 3.4. In making any such decision, a director may not vote by proxy.

Where Board decisions will be made at a meeting, a majority (that is, more than half) of the directors in office will constitute a quorum. (HRS 414D-147(a).) If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board, unless the Hawaii Nonprofit Corporations Act, Articles of Incorporation or these Bylaws require a greater vote. (HRS 414D-147(b).) Each director shall be entitled to one (1) vote.

In establishing a quorum, the Board may allow any director (or all directors) to participate in the meeting by any means of communication whereby all participating directors can hear each other at the same time (for example, telephone conference). Participation by such means whereby all directors can hear each other at the same time shall constitute presence in person at a meeting. (HRS 414D-143(c).)

Section 3.4 Decision-Making Without Meeting. Any action permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the directors unanimously sign one or more written consents describing the action taken and include such consent(s) in the corporate records.

“Written consent” includes a consent executed by an electronic or digital signature; provided that the Corporation employs reasonable measures to authenticate the electronic or digital signature. Reasonable measures include commercially available security measures used by board meeting portal systems.

The action taken is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent(s) shall have the same effect as a meeting vote. (HRS 414D-144.)

## **ARTICLE IV**

### **COMMITTEES OF THE BOARD AND ADVISORY COMMITTEES**

The Board of Directors may create such committees of the board and advisory committees, as necessary, for the efficient operations and governance of the Corporation.

A “committee of the board” is a committee of the Board of Directors that can exercise the authority of the Board and consists solely of directors (that is, two (2) or more members of the Board), who serve at the pleasure of the Board. The Board may create committees of the board and appoint directors to serve on them by an affirmative vote of a majority of the directors then in office. (Note: the vote to create a committee of the board is greater than the vote to create an advisory committee, which is described below.)

Each committee of the board may exercise such authority of the Board of Directors as specified by the Board. However, a committee of the board may not authorize distributions; approve or recommend to Members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove Board members or fill vacancies on the Board or on committees; or adopt, amend, or repeal the Articles of Incorporation or Bylaws. (HRS 414D-148(a), (b), (d) and (e).)

Sections 3.1 to 3.4, above, that govern meetings of the Board apply to committees of the board and their members. (HRS 414D-148(c).)

An "advisory committee" is a committee that does not exercise Board authority. Advisory committee members may include non-Board members. The Board may create advisory committees by a vote of the number of directors required to take action under Section 3.3 (that is, by a majority vote of the directors at a meeting at which a quorum is present). Advisory committees shall have such powers as authorized by the Board; provided, however, that advisory committees may only act in an advisory capacity to the Board and cannot exercise Board authority.

Committees of the board and advisory committees may further be classified as standing or special (ad hoc) committees. Standing committees are those committees with a continuing existence. Special committees are those committees created for a special situation and whose existence may not be permanent.

## **ARTICLE V**

### **OFFICERS**

Section 5.1 Designation and Authority. The officers of the Corporation shall be the President, Executive Vice-President, Treasurer, Secretary, and other officers as determined by the Board of Directors. The officers shall perform the duties and have the authority as set forth in these Bylaws, prescribed in a resolution of the Board, or directed by an authorized officer. (HRS 414D-153(a) and -154.)

Section 5.2 Qualifications; Nomination and Appointment; Term of Office. All officer candidates and officers must have the following qualifications: (1) be a member in good standing of AFCEA International, a nonprofit 501(c)(6) corporation located in the Washington, DC, area and affiliated with AFCEA Hawaii, and (2) be domiciled in the State of Hawaii. The At-Large Director representing the Emerging Leaders program, if appointed, shall meet the age qualifications of the Chapter's program.

The Nominating Committee shall present qualified candidates for officer and committee VP positions for the April Board meeting or such other meeting as determined by the Board. The Board of Directors shall then appoint the officers at the annual meeting of the Board or at such other time as the Board may determine. The same individual may hold more than one office in the Corporation as an officer, provided that not less than two (2) persons shall be officers.

Except for the President and Executive Vice-President, all officers shall serve a term of one (1) year. The President and Executive Vice-President shall hold office for a term of two (2) years. Officers may be appointed for successive terms with the exception of the President, who may not serve more than two (2) consecutive terms unless the Board of Directors approves additional terms. (HRS 414D-153(a), (c) and (d).)

Section 5.3 Resignation and Removal; Vacancies. An officer may resign by delivering notice to the Board of Directors, in care of the President, and the resignation will be effective when the notice is effective unless the notice specifies a future effective date. The President may resign by delivering notice to the Board. If the resignation is made effective at a future date and the Board of Directors accepts that future date, the Board may fill the pending vacancy before the effective date, provided the successor does not take office until the effective date. The Board may remove an officer at any time with or without cause. (HRS 414D-156.)

Except for a vacancy in the office of the President, all vacancies may be filled in accordance with Section 5.2. If a vacancy occurs in the office of the President, the Executive Vice-President shall fill the vacant office and perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.4 President. The President shall be the Chair of the Board and have general charge and supervision of the Corporation. The President shall preside at all general meetings and over the annual TechNet. The President shall work with the other officers, directors, and staff, if any, to ensure that the Corporation complies with State and federal mandates, including those described in Articles VII and VIII. The President shall provide written minutes of the meetings of the officers and report on actions taken by the officers to the Board of Directors within thirty (30) days of any such meeting when a majority of Board of Directors are not present at the officers' meeting. The President shall perform such other duties as are incident to the office or are required by the Board of Directors or Bylaws. (HRS 414D 154.)

Section 5.5 Executive Vice-President. In the absence or disability or refusal to act by the President, the Executive Vice-President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Executive Vice-President shall perform such other duties as are incident to the office or are required by the Board of Directors, President, or Bylaws. (HRS 414D-154.)

Section 5.6 Treasurer. The Treasurer shall exercise general supervision over the receipt, custody, and disbursement of corporate funds. The Treasurer shall perform all other duties assigned by the Board of Directors, President, or Bylaws. (HRS 414D-154.)

Section 5.7 Secretary. The Secretary shall give (or cause to be given) proper notice of all meetings of the Board of Directors, committees and Members under Sections 3.2, Article IV and Section 11.4, and prepare (or cause to be prepared) the minutes of directors', committee, and Member meetings. The Secretary shall keep and maintain (or cause to be kept and maintained) the records and reports described in Section 7.1(4) and may authenticate records. The Secretary shall perform all other duties assigned by the Board of Directors or President. (HRS 414D-14 (defining "secretary"), -153(b) and -154.)

## ARTICLE VI

### **STANDARDS OF CONDUCT: DIRECTORS AND OFFICERS**

A director and an officer shall discharge his or her duties as a director/officer or member of a committee in good faith, in a manner that is consistent with the director's/officer's duty of loyalty to the Corporation, with ordinary care, and in the best interests of the Corporation and Members. In performing such duties, a director and an officer are entitled to rely on information, opinions, reports, or statements if prepared or presented:

(1) By one or more officers or employees of the Corporation who the director or officer reasonably believes to be reliable and competent in the matters presented,

(2) By legal counsel, public accountants, or other persons regarding matters the director or officer reasonably believes are within the person's professional or expert competence, or

(3) In the case of a director, by a committee of the board (see Article IV) of which the director is not a member regarding matters within its jurisdiction and the director reasonably believes the committee merits confidence.

A director or officer is not acting in good faith if the director or officer has knowledge, which would make reliance upon these persons or the committee unwarranted. (HRS 414D-149(a) - (c) and -155(a) - (c).)

## ARTICLE VII

### **ADMINISTRATION AND COMPLIANCE**

The Corporation shall ensure that it complies with the rules in Article II by consulting with its tax advisor (or CPA) and/or its legal advisor, as necessary.

#### Section 7.1 Corporate Requirements and Records.

(1) State Annual Report to be Filed. The Corporation shall file an annual report with the State of Hawaii Department of Commerce and Consumer Affairs ("DCCA") on a form furnished by the DCCA. The annual report allows the DCCA to keep up-to-date on information required by the State on the statutory requirements to be a Hawaii nonprofit corporation. The annual report must be filed on or before September 30 of each year and reflect the state of affairs of the Corporation as of July 1 of the year when filed. (HRS 414D-308.)

(2) Maintenance of Mailing Address and Agent. The Corporation shall continuously maintain in this State a mailing address of its principal office, a registered agent and a business street address of the agent. To change the mailing address, agent or address of the agent, the Corporation must file a form provided by the DCCA. (HRS 414D-32; -71 and -72.) Notification to be made in the event of any change to the mailing address and other matters are addressed, next.

(3) Reporting Changes to the IRS and State. A tax-exempt organization, as the Corporation, must report name, address and structural operational changes to the IRS (United States Department of the Treasury, Internal Revenue Service, Pub. 557: Tax-Exempt Status for Your Organization, pp. 21-22 (Rev. Jan. 2022)), and may also be required to notify the DCCA and/or State Department of Taxation. The Corporation may consult with its tax or legal advisor, as necessary, to ensure compliance.

(4) Records to be Kept. The Corporation shall maintain the following records, in electronic or hard-copy format, as well as others necessary to the operations of the Corporation:

a) Permanent records of the following: minutes of the meetings of the Members and Board of Directors, a record of all actions taken by the Board or Members without a meeting under Sections 3.4 and 11.8, and a record of all actions taken by committees of the board as authorized under Article IV;

b) Appropriate accounting records;

c) An alphabetical list of the names and addresses of the Members and indicating the number of votes each Member is entitled to cast;

d) The Articles of Incorporation, Bylaws, and all amendments in effect;

e) Resolutions adopted by the Board relating to the Members' characteristics, qualifications, rights, limitations, and obligations;

f) Records of all actions approved by the Members for the past three (3) years;

g) Financial statements furnished to the Members under Hawaii Revised Statutes Section 414D-306 (see Section 12.3) for the past three (3) years;

h) A list of the names and business or home addresses of the current directors and officers;

i) The most recent State annual report filed with the DCCA under Section 7.1(1). (HRS 414D-301.)

j) The State general excise tax (GET) license and employer identification number (EIN);

k) The application for exemption from federal income tax (Form 1024) and all documents in support of the application, the IRS exemption ruling letter, and federal annual information returns (Form 990 series);

l) If the Corporation has applied for and obtained exemption from State general excise taxes, the State application for exemption from general excise taxes (Form G-6), all documents in support of the application, and the State exemption certification.

All such records and others necessary to the operations of the Corporation shall be maintained in accordance with the Corporation's document retention and destruction policy procedures. (The Board shall ensure that it has such appropriate policy or procedures.)

(5) Designation of Persons With Signing Authority. The Board of Directors shall designate by resolution an individual or individuals to sign checks, contracts and other instruments. Unless authorized by the Board, no director, officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or other instrument. (HRS 414D-52(17).)

(6) Regular Review of Articles and Bylaws. The Board of Directors shall review the Articles of Incorporation and these Bylaws on a regular basis to ensure that they reflect the current exempt purposes of the Corporation and comply with existing operations and State and federal laws. (Such laws include those referenced within parenthesis in these Bylaws.) All amendments to the Bylaws shall be consistent with the Articles of Incorporation. (HRS 414D-187.)

(7) Public Inspection of Exemption Application and Annual Returns. A tax-exempt organization must make the following documents available for public inspection and copying upon request and without charge (except for a reasonable fee for copying):

Exemption application Form 1024, Application for Recognition of Exemption Under Section 501(a), along with each of the following documents: all documents submitted with Form 1024, all documents the IRS requires the organization to submit in support of the application, and the exemption ruling letter issued by the IRS.

Annual Information Return – A tax-exempt organization must disclose its annual information return (Form 990 series) with schedules, attachments, and supporting documents filed with the IRS. The organization may not disclose the names and addresses of contributors listed on Schedule B of Form 990. However, other information on Schedule B is open for public inspection unless it clearly identifies the contributor. The returns need to be available for public inspection for only three years after the due date or filing date of the return (or the filing date of an amended return).

A tax-exempt organization may place reasonable restrictions on the time, place, and manner of in-person inspection and copying, and may charge a reasonable fee for providing copies. It can charge no more for the copies than the per page rate the IRS charges for providing copies. (See [http://www.irs.gov/uac/Freedom-of-Information-Act-\(FOIA\)-Guidelines#Fees](http://www.irs.gov/uac/Freedom-of-Information-Act-(FOIA)-Guidelines#Fees).) A tax-exempt organization does not have to comply with individual requests for copies if it makes the documents widely available. This can be done by posting the documents on a readily accessible Web site. (See Compliance Guide for Tax-Exempt Organizations (other than 501(c)(3) Public Charities and Private Foundations), IRS Pub. 4421- NC, pp. 19-20 (Rev. 9-2014).)

The Corporation shall ensure that it complies with the public inspection rules, above, by consulting with its tax advisor, as necessary.

Section 7.2 Fiscal Year and Taxes.

(1) Fiscal Year. The fiscal year of the Corporation is April 1 through March 31, or as the Board of Directors may otherwise determine.

(2) State and Federal Taxes; Annual Filings. Three taxes may potentially be applicable to the Corporation: income, general excise, and use taxes. Employment and other State, federal and local taxes may also be applicable. The Board of Directors shall consult with the Corporation's tax advisor, as necessary, to ensure that all periodic and annual State and federal filings are timely submitted and taxes are properly paid.

Section 7.3 Solicitation and Registration With State Attorney General.

(1) Registration With Attorney General Prior to Solicitation. The Corporation shall register with the State department of the attorney general before conducting any solicitation for money or thing of value if it holds itself out to be established for any eleemosynary purpose or employs a charitable appeal as the basis of any solicitation or an appeal that has a tendency to suggest there is a charitable purpose to the solicitation, as defined in Hawaii Revised Statutes Section 467B-1 (defining "charitable organization"). Such registration must be completed at such time and include such financial and other reports as required under the law. Certain exemptions to this registration rule exist. If the Corporation falls under an exemption to the registration rule, the

Board of Directors shall apply to the Department of the Attorney General to be exempt from the registration requirement. (For more information, see the Hawaii Charity Registration System at [ag.hawaii.gov/tax/](http://ag.hawaii.gov/tax/); HRS 467B-2.1(a) and -11.5.)

(2) Use of Unregistered Professional Persons Prohibited. The Corporation shall not use the services of an unregistered professional solicitor or professional fundraising counsel as defined in Chapter 467B of the Hawaii Revised Statutes in the solicitation of contributions. (HRS 467B-9(o).)

Section 7.4 Member Support. As an exempt organization under Section 501(c)(6), the Corporation must be primarily supported by Membership dues and other income from activities substantially related to its exempt purposes. (See IRS Publication 557, pp. 49-50 (Rev. Jan. 2022).) The Board of Directors shall consult with the Corporation's tax advisor, as necessary, to ensure that the Corporation complies with this federal mandate.

## ARTICLE VIII

### **LIMITATIONS: DISTRIBUTIONS; LOANS/GUARANTIES; PRIVATE INTEREST AND POLITICAL/LEGISLATIVE ACTIVITIES; CONFLICTS OF INTEREST**

Section 8.1 Distributions Prohibited. The Corporation shall not make any distributions. "Distribution" means "the payment of a dividend or any part of the income or profit of a corporation to its members, directors, or officers." (HRS 414D-14 (defining "distribution"), -231 and -232.)

Section 8.2 Loans or Guaranties Prohibited. The Corporation shall not lend money to or guarantee the obligation of a director or officer of the Corporation. (HRS 414D 151(a).)

Section 8.3 Private Interest, Political and Legislative Activities. The Corporation shall ensure that it complies with the following rules by consulting with its tax advisor, as necessary:

(1) Private Benefit and Inurement. A Section 501(c)(6) organization is prohibited from allowing inurement of its net earnings or assets to benefit any insider. (See Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), IRS Pub. 4221-NC, p. 4 (Rev. 9-2014).)

(2) Political Campaign Activities. A Section 501(c)(6) organization may engage in political campaign activities on behalf of or in opposition to candidates for public office; provided that it does not constitute the organization's primary activity. Political campaign activities are those that influence or attempt to influence the selection, nomination, election or appointment of an individual to a federal, state, or local public office. When a 501(c)(6) organization's communication explicitly advocates the election or defeat of an individual to public office, the communication is considered political campaign activity. A tax-exempt organization that makes expenditures for political campaign activities shall be subject to tax in an amount equal to its net investment income for the year or the aggregate amount expended on political campaign activities during the year, whichever is less. (See Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), IRS Pub. 4221-NC, pp. 5-6 (Rev. 9-2014).)

(3) Legislative Activities. In general, a Section 501(c)(6) tax-exempt organization may engage in an unlimited amount of lobbying (that is, attempting to influence legislation), provided that the lobbying is related to the organization's exempt purpose. An organization will be regarded as attempting to influence legislation if it contacts, or urges the public to contact, members or employees of a legislative body for purposes of proposing, supporting or opposing legislation, or if the organization advocates the adoption or rejection of legislation. (See Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), IRS Pub. 4221-NC, pp. 6-7 (Rev. 9-2014).)

Section 8.4 Managing Conflicts of Interest. The Board of Directors shall ensure that the affairs of the Corporation are managed in an ethical manner without improper conflicts of interest by following the requirements of the Corporation's conflict of interest policy procedures. (The Board shall ensure that it has such appropriate policy or procedures.)

## **ARTICLE IX**

### **LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION**

The personal liability of a director to the Corporation and the Members for any monetary damage because of a breach of his or her duties to the Corporation and the Members shall be limited to the extent specified in Articles of Incorporation, as amended, and the Hawaii Nonprofit Corporations Act. (HRS 414D-32(b)(5).) The Corporation shall further indemnify and advance expenses to a Board member and an officer, employee, or agent of the Corporation consistent with the Articles of Incorporation, as amended, and the Act. (HRS 414D-160 to - 167.)

If the Corporation indemnifies or advances expenses under Article VII of the Articles of Incorporation in connection with a proceeding by or in the right of the Corporation, the Corporation shall report such action taken in writing to the Members with or before the notice of the next meeting of the Members. (HRS 414D-307.)

## **ARTICLE X**

### **MEMBERS AND MEMBERSHIPS**

Section 10.1 Members of Record. The Members of the Corporation shall consist of those persons who are admitted into the Membership under the provisions of the Articles of Incorporation, Bylaws and resolutions adopted by the Board. Membership in the Corporation is evidenced by the Corporation's current list of Members. (HRS 414D-52(15) and -81(a).)

Section 10.2 Membership; Admission and Qualifications; Good Standing. The Board of Directors shall have the power to establish conditions for admission of Members, admit Members, and issue Memberships. (HRS 414D-52(15); -131(b).)

The Members of the Corporation shall consist of persons having a common business interest and who meet the following qualifications:

- (1) members in good standing of AFCEA International,
- (2) recognized by AFCEA International as affiliated with AFCEA Hawaii, and
- (3) who are in attendance at an annual meeting as defined in Article XI (or have sent a proxy to vote at the annual meeting in accordance with Section 11.7) that is a Hawaii Affiliate. A "Hawaii Affiliate" is a person who is an AFCEA International member that is in Hawaii and attends AFCEA Hawaii functions.

All Members shall share the common business interest furthered by the exempt purposes of the Corporation. (IRS Publication 557, pp. 49-50 (Rev. Jan. 2022).) No person shall be admitted as a Member without the person's consent. (HRS 414D-81(b).) Except as described in these Bylaws, the Articles of Incorporation, and documents created and resolutions adopted by the Board, all Members shall have the same rights and obligations. (HRS 414D-84.)

Members who do not adhere to criteria applicable to Members and Memberships, appropriate standards of conduct or who otherwise fail to meet the qualifications of Membership as determined by the Board, shall be considered not in good standing.

Section 10.3 Member's Liability to Third Parties. A Member of the Corporation shall not, as such, be personally liable for the acts, debts, liabilities or obligations of the Corporation. (HRS 414D-85.)

Section 10.4 Resignation of Members. A Member may resign at any time by giving written notice to the Secretary. The resignation of a Member shall not release the Member from any obligation the Member may have to the Corporation as a result of obligations incurred or commitments made prior to such resignation. (HRS 414D-86.)

Section 10.5 Termination, Expulsion or Suspension of Members. No Member may be expelled or suspended, and no Membership or Memberships may be terminated or suspended except pursuant to a procedure that is fair and reasonable and carried out in good faith. Under Hawaii law, the procedure will be deemed fair and reasonable when either:

(1) The Corporation provides: (a) prior written notice to the Member not less than fifteen(15) days before the expulsion, suspension, or termination indicating the reasons therefor; and (b) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the proposed expulsion, suspension, or termination not take place; or

(2) An alternative procedure is used that is fair and reasonable taking into consideration all the relevant facts and circumstances.

Any written notice given by mail shall be sent to the last known address of the Member shown in the corporate records. A Member who has been expelled or suspended may be liable for dues, assessments, or fees as a result of the obligations incurred or commitments made prior to the expulsion or suspension. (HRS 414D-89(a) - (c) and (e).)

## **ARTICLE XI**

### **MEMBERS' MEETINGS AND VOTING**

Section 11.1 Annual, Regular and Special Membership Meetings.

(1) Required Annual Meeting/Regular Meetings. The Corporation shall hold an annual Membership meeting and may have other regular meetings as determined by the Board. At each annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation and the Members shall consider and act upon such other matters as may be raised consistent with the notice requirements in Section 11.4. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws shall not affect the validity of any corporate action. (HRS 414D-101(a), (b), (d), (e) and (f).)

(2) Special Meetings. The Board of Directors or five percent (5%) of the voting power may call special meetings of the Members. Such Members may call the meeting by submitting a signed and dated writing to an officer, describing the purpose for which the meeting is to be held; the close of business on the thirtieth (30<sup>th</sup>) day before delivery of the demand for a special meeting to the officer shall be the record date under Section 11.2 for the purpose of determining whether the five percent requirement has been met under this Section for determining if there is an adequate number of voting Members for calling a meeting.

Upon delivery of the written request by the Members, the Corporation shall provide notice of the meeting to the Members in accordance with Section 11.4 within thirty (30) days. If such notice is not given, a person signing the demand may set the time and place of the meeting and give appropriate notice.

Only those matters within the purpose or purposes described in the meeting notice required by Section 11.4 may be conducted at a special meeting of Members. (HRS 414D-102(a), (b), (c) and (e).)

Section 11.2 Record Date: Determining Members Entitled to Notice, Vote, and Other. Under Hawaii law, the Corporation may set a date, called a “record date,” to determine and set an official count of the Members for the purpose of providing notice, to vote or other action. (HRS 414D-107.) A record date allows the Corporation to use the official count of the Members as of a predetermined date to ensure that it meets the notice and quorum requirements or taking other action since Members may join (or resign) from day-to-day.

(1) Record Date For Entitlement to Notice of Members’ Meetings. The Board of Directors may fix a future date as the record date for determining the Members entitled to notice of a Members’ meeting. If no such record date is fixed, Members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of the meeting. (HRS 414D-107(a).)

(2) Record Date For Entitlement to Vote. The Board may fix a future date as the record date for determining the Members entitled to vote at a Members’ meeting. If no such record date is fixed, Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting. (HRS 414D-107(b).)

(3) Record Date For Entitlement to Other Rights. The Board may fix a future date as the record date for the purpose of determining the Members entitled to exercise any rights in respect of any other lawful action. If no such record date is fixed, Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60<sup>th</sup>) day prior to the date of such other action, whichever is later, are entitled to exercise such rights. (HRS 414D-107(c).)

A record date may not be more than seventy (70) days before the meeting or action requiring a determination of the Members occurs. A determination of Members entitled to notice of or to vote at a Membership meeting is effective for any adjournment of the meeting, unless the Board fixes a new date for determining the right to notice or the right to vote, which the Board must do if the meeting is adjourned to a date more than seventy days after the record date for determining Members entitled to notice of the original meeting. (HRS 414D 107(d) and (e).)

### Section 11.3 Corporation to Prepare Membership List for Meetings.

(1) Preparation and Maintenance of List. After fixing a record date for a notice of a meeting under Section 11.2, the Corporation shall prepare an alphabetical list of the names of all Members entitled to notice of the meeting. The list shall include the Members’ addresses and number of votes each Member is entitled to cast at the meeting. The Corporation shall further prepare on a current basis through the time of the Membership meeting, a list of Members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of Members. (HRS 414D 109(a).)

(2) Inspection of List Upon Demand. The list of Members shall be available for inspection by any Member for the purpose of communication with other Members concerning the meeting. The list shall be available at the Corporation's principal office or other reasonable place identified in the meeting notice in the city where the meeting will be held, beginning two (2) business days after notice of the meeting for which the list was prepared is given and continuing through the meeting. A Member is entitled on written demand to inspect and copy the list at a reasonable time and at the Member's expense during the period that it is available if the demand is made in good faith and for a proper purpose, the Member describes with reasonable particularity the purpose and the records the Member desires to inspect, and the records are directly connected with this purpose. The demand shall also be subject to the limitations in Section 12.2. (HRS 414D-109(b).)

(3) Inspection at Meeting Upon Request. If a request is submitted at least five (5) business days prior to the meeting, the Corporation shall make the list of Members available at the meeting. Any Member may inspect the list at the meeting or any adjournment. (HRS 414D-109(c).)

Section 11.4 Notice of Meetings of Members. Unless otherwise required, notice to Members may be oral, written or in the form of an electronic transmission. Notice may be provided by electronic transmission; provided, that the Member to whom the notice is given consents ("electronic transmission" means any form of communication that does not directly involve the physical transmission of paper and that creates a record that may be retained, retrieved, reviewed and reproduced). Oral notice is effective when it is communicated. Unless otherwise indicated in the Hawaii Nonprofit Corporations Act, written notice to Members is effective when mailed so long as the notice is postpaid and correctly addressed to the Member's last known address as shown in the organization's current list of Members. (HRS 414D-14 (defining "electronic transmission"); -15(a), (b), (c), and (d).)

A written notice or report delivered as part of a newsletter or other publication regularly sent to Members shall constitute a written notice if addressed or delivered to the Member's last known address, or in the case of Members who are residents of the same household and who have the same address, if addressed or delivered to one of the Members, at the last known address. (HRS 414D-15(g).)

The following means of electronic transmission shall be deemed to have been given as follows:

(1) If by facsimile, when directed to a number at which the Member has consented to receive notice;

(2) If by electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice;

(3) If by posting on an electronic network together with separate notice to the Member of the specific posting, upon the later of the posting and the giving of the separate notice; and

(4) If by any other form of electronic transmission, when directed to the Member. (HRS 414D-15(j).)

A Member may revoke such consent by written notice or electronic transmission to the Corporation. Such consent shall be deemed to be revoked if:

(1) the Corporation is unable to deliver by electronic transmission two consecutive notices in accordance with the consent, and

(2) such inability becomes known to the Secretary or other person responsible for giving notice; provided, that the inadvertent failure to treat the inability to give electronic notice as a revocation shall not invalidate any meeting or other action. (HRS 414D-15(i).)

If the notice requirements described below or Hawaii Nonprofit Corporations Act prescribes notice requirements for particular circumstances, those requirements shall govern. If the Articles of Incorporation or these Bylaws prescribe notice requirements, which are not inconsistent with this Section or the Nonprofit Corporations Act, those requirements shall govern. (HRS 414D-15(k).)

All notices to the Members shall be provided in a fair and reasonable manner. (HRS 414D-105(a).) Notice shall be deemed fair and reasonable if given as follows:

(1) The Corporation gives notice to the Members of the date, time and place of each annual, regular and special meeting of Members no fewer than ten (10) or more than sixty (60) days before the meeting date;

(2) The notice of an annual or regular meeting includes a description of any matter that must be approved by the Members under the following circumstances: director conflict of interest (HRS 414D-150); determination and authorization of indemnification (HRS 414D-164); amendment of the Articles of Incorporation (HRS 414D-182); approval of a plan of merger (HRS 414D-202); approval of a sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's assets other than in the usual and regular course of activities (HRS 414D-222); and approval of a plan of dissolution (HRS 414D-241 and -242); and

(3) The notice of a special meeting includes a description of the matter(s) for which the meeting is called. (HRS 414D-105(c).)

Other means of giving notice may also be fair and reasonable when all the circumstances are considered; provided, however, that notice of the matters referred to in Subsection (2), immediately above, must be given. (HRS 414D-105(b).)

If an annual, regular or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place, so long as the new date, time or place is announced at the meeting prior to the adjournment. However, if the new date is more than seventy (70) days from the original record date for determining Members entitled to notice, then a new record date must be set under Section 11.2, above, and notice given to the Members of record as of the new record date. (HRS 414D-105(d).)

Section 11.5 Waiver of Notice by Member. A Member may waive any required notice before or after the date and time stated in the notice by delivering to the Corporation a signed waiver of notice. A Member may also waive any objection to the lack of notice or defective notice of the meeting by attending the meeting without objecting at the beginning of the meeting and to consideration of a particular matter at the meeting by not objecting when it is presented. (HRS 414D-106.)

Section 11.6 Decision-Making By Meeting and Quorum. Five percent (5%) of the voting Members shall constitute a quorum, unless otherwise required by the Articles of Incorporation, Bylaws or the Hawaii Nonprofit Corporations Act. Any amendment to decrease the quorum may be approved by the Members or, unless prohibited by the Bylaws, by the Board of Directors.

The Members must approve any amendment to the Bylaws to increase the quorum required for any Member action. Unless one-third (1/3) or more of the voting Members are present in person or by proxy (if allowed), the only matters that may be voted upon at an annual or regular meeting of Members are those that are described in the meeting notice. (HRS 414D 111.)

If a quorum is present, a majority vote of the quorum shall be the act of the Members, unless the Articles of Incorporation, these Bylaws or the Hawaii Nonprofit Corporations Act require a greater vote. The Members must approve any amendment to the Bylaws to increase or decrease the vote required for any Member action. (HRS 414D-112.)

Unless otherwise limited, enlarged or denied in the Articles of Incorporation, each Member shall be entitled to one (1) vote on each matter submitted to a vote of Members. Unless the Articles of Incorporation or Bylaws provide otherwise, if a Membership stands of record in the names of two (2) or more persons, if one votes, the act binds all; if more than one votes, the vote shall be divided on a pro rata basis. (HRS 414D-110.)

If authorized by the Board in its sole discretion, Members or proxies of Members (if allowed) may participate at an annual, a regular or a special meeting of the Members by means of the Internet, teleconference, or other electronic transmission technology in a manner that allows Members the opportunity to read or hear the proceedings substantially concurrently with the occurrence of the proceedings, vote, pose questions, and make comments. The Corporation shall implement reasonable measures to verify that each person deemed present in this manner and permitted to vote is a Member or proxy of a Member. (HRS 414D-101(g); - 102(f).)

Section 11.7 Proxy Voting. The Board shall decide whether to allow or prohibit proxy voting on matters submitted to a vote of the Membership. If proxy voting is allowed by the Board, a Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form. A Member may authorize another person to act as a proxy by:

- (1) Executing a writing authorizing another person or persons to act as a proxy; or

(2) Transmitting or authorizing the transmission of a facsimile or other means of electronic transmission authorizing the person or persons to act as a proxy; provided, that such transmission must specify that the transmission was authorized by the Member. A copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission created pursuant to the foregoing may be used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used; provided, that any such copy, facsimile telecommunication, or other reproduction shall be a complete reproduction of the entire original writing or transmission.

An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Such appointment shall remain valid for eleven (11) months, unless otherwise expressly provided in the appointment form. An appointment of a proxy is revocable by the Member making the proxy, unless the appointment form states that it is irrevocable and the appointment is coupled with an interest. (HRS 414D-113(a), (b), (c) and (e).)

Section 11.8 Decision-Making Without Meeting.

(1) Action by Written Consent: Any action to be approved by the Members at a meeting may be approved without a meeting if at least eighty percent (80%) of the Members entitled to vote approve such action by written consent, and the consent is signed by those Members, describes the action taken, and is delivered to the Corporation. Such written consent shall have the same effect as a meeting vote.

If the record date is not otherwise determined by the Board under Section 11.2, the record date for determining Members entitled to take action without a meeting is the date the first Member signs the written consent. Written notice of Member approval under this Section shall be given to all Members who have not signed the written consent. If written notice is required, Member approval under this Section shall be effective ten (10) days after the written notice is given. (HRS 414D-104.)

(2) Action by Ballot: If authorized by the Board in its sole discretion, any action that may be taken by the Members at a meeting of Members may be taken without a meeting if the Corporation delivers a ballot to every Member entitled to vote on the matter. The Corporation may deliver the ballot by electronic transmission (provided, the Member has given prior consent to the electronic transmission). To be effective, the ballot must: (a) be in written form or in the form of an electronic transmission, (b) set forth each proposed action, (c) provide an opportunity to vote for or withhold a vote for each candidate for election as a director or officer, and (d) provide an opportunity to vote for or against each proposed action.

All solicitations for votes by ballot shall (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each action, and (c) specify the time by which a ballot must be received by the Corporation in order to be counted.

Approval by ballot shall be valid if (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action, and (b) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting. Except as provided in these Bylaws or Articles of Incorporation, a ballot may not be revoked. (HRS 414D-104.5.)

## ARTICLE XII

### INSPECTION OF CORPORATE RECORDS

#### Section 12.1 Inspection of Records by Members.

(1) A Member in good standing is entitled to inspect and copy the following records at a reasonable time and location specified by the Corporation; provided, that the Member gives at least five (5) business days written notice:

- a) The Articles of Incorporation, Bylaws, and all amendments in effect;
  - b) Resolutions adopted by the Board relating to the Members' characteristics, qualifications, rights, limitations, and obligations;
  - c) Minutes of Member meetings and records of actions approved by the Members for the past three (3) years;
  - d) Financial statements furnished to Members under HRS 414D-306 (Section 12.3 of these Bylaws) for the past three (3) years;
  - e) The names and business or home addresses of the current directors and officers;
- and
- f) The most recent State annual report filed with the State Department of Commerce and Consumer Affairs under HRS 414D-308 (Section 7.1(1) of these Bylaws). (HRS 414D-302(a).)

(2) Additionally, a Member in good standing may inspect and copy, at a reasonable time and location specified by the Corporation, the following documents; provided, that the Member gives the Corporation written notice at least five (5) business days before the date that the Member wishes to inspect and copy, the demand to inspect is made in good faith and for a proper purpose, the Member describes with reasonable particularity the purpose and the records the Member desires to inspect, and the records are directly connected with the purpose:

- a) Excerpts of the minutes of the meetings of the Members and Board, a record of actions taken by the Members or directors without a meeting under Sections 3.4 and 11.8, and a record of authorized actions taken by committees of the board (see Article IV), to the extent not subject to inspection above;

- b) Accounting records; and

c) Subject to HRS 414D-109(b) and -305 (see Sections 11.3(2) and 12.2), the Membership list. The Corporation may comply with a Member's demand to inspect the Membership list by providing the Member with a list of its Members that was compiled no earlier than the date of the demand. (HRS 414D-302(b) and (c); -303(d).)

(3) The Corporation may impose a reasonable charge for labor and materials to cover the cost of copies; provided, that such charge shall not exceed the estimated cost of production or reproduction of the records. (HRS 414D-303(c).)

Section 12.2 Limitation on Use of Membership List. Without the Board of Directors' consent, the Membership list or any part thereof shall not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member. Without limiting the foregoing, without the Board's consent, the Membership list or any part thereof shall not be used to solicit money or property unless the money or property will be used solely to solicit the votes of the Members in an election to be held by the Corporation, used for any commercial purpose, sold to or purchased by any person, or published in whole or in part to the general public. (HRS 414D-305.)

Section 12.3 Inspection and Copying of Financial Statements. Upon a Member's written demand, the Corporation shall provide the Member with its latest annual financial statements. If the financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

If a public accountant reported upon the annual financial statements, the accountant's report must accompany them. If not, the statements must be accompanied by a statement by the President or person responsible for the financial accounting records, stating the President's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation and any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. (HRS 414D-306.)

## **ARTICLE XIII**

### **EMERGENCY POWERS**

In anticipation of or during an emergency, the Board of Directors may act in accordance with the following guidelines, as provided for in Hawaii Revised Statutes 414D-53:

(1) An emergency exists if a quorum of the directors cannot readily assemble because of some catastrophic event.

(2) The Corporation may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent.

(3) The Corporation may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

(4) During an emergency, notice of a Board meeting need only be given to those directors that are practicable to reach and may be given in any practicable manner, including publication and radio. Additionally, one or more officers present at a Board meeting may be deemed to be directors for the meeting in order of rank, as necessary, to achieve a quorum.

(5) Corporate action taken in good faith during an emergency to further the ordinary affairs of the Corporation binds the Corporation and may not be used to impose liability on a director, officer, employee or agent.

## **ARTICLE XIV**

### **AMENDMENTS**

Section 14.1 Amendment/Restatement of Bylaws and/or Articles of Incorporation. Subject to Section 14.2, these Bylaws or the Articles of Incorporation may be amended or restated by the Board of Directors by an affirmative vote of not less than a majority of the directors in office at a meeting duly called and noticed or by written consent (see Section 3.4). Provided, that if the amendment or restatement includes an amendment requiring approval by the Members, the Board must submit the amendment/restatement to the Members for approval.

If the Board seeks to have the amendment/restatement approved by the Members at a Membership meeting, the Board shall adopt a resolution setting forth the proposed amendment/restatement and directing that it be submitted to a vote at a meeting of the Members. The Corporation shall notify each Member of the meeting in accordance with these Bylaws for giving notice to Members. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment/restatement and contain or be accompanied by a copy or summary of the amendment/restatement. If the Board seeks to have the amendment/restatement approved by ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment/restatement. An amendment or a restatement requiring Member approval must be approved by receiving at least two-thirds (2/3) of the votes which Members present at the meeting or represented by proxy (if allowed) are entitled to cast. (HRS 414D-182(a), -184(a) - (e) and -187.)

All amendments to these Bylaws shall be consistent with the Articles of Incorporation. (HRS 414D-187.)

Section 14.2 Amendment Terminating or Canceling Members. Any amendment to the Articles of Incorporation or the Bylaws that would terminate all Members or any class of Members or redeem or cancel all Memberships or any class of Memberships must be approved by the Members by the following procedure:

(1) Prior to adopting a resolution proposing such an amendment, the Board of Directors shall give notice of the general nature of the amendment to the Members.

(2) After adopting a resolution proposing such an amendment, the Board must give notice to the Members proposing the amendment, and the notice shall include one or more statements of up to five hundred (500) words opposing the amendment if such statement is submitted by any five (5) Members or by Members having three percent (3%) or more of the voting power, whichever is less, not later than twenty (20) days after the Board has voted to submit such amendment to the Members for approval.

(3) The proposed amendment must be approved by the Members, whether through attendance or proxy (as allowed under the Bylaws), by two-thirds (2/3) of the votes cast by each Member present at the meeting at which the amendment is voted upon.

Section 10.5 shall not apply to any amendment meeting the requirements of this Section. (HRS 414D-89.5.)

## CERTIFICATION

I certify that I am an authorized officer of the Corporation and that the Board of Directors adopted these Bylaws on March 15, 2022 and the Bylaws are currently effective. These Bylaws supersede the Bylaws adopted on July 23, 2020, and all amendments thereto.

Date: March 29, 2022 Authorized Officer (signature and office held): /s/ Yolande Fong  
Yolande Fong  
AFCEA Hawaii Secretary

(20220329)

(Electronic file name: 22020315 Amended Bylaws\_AFCEA Haw\_2022.03.29 - FINAL)