

MAUI OKINAWA KENJIN KAI

BY - LAWS

ARTICLE I NAME

SECTION 1.01. NAME. The name of this Corporation shall be "MAUI OKINAWA KENJIN KAI" (hereafter referred to as Corporation).

ARTICLE II MISSION STATEMENT

SECTION 2.01. OBJECTIVES. The Mission of the Corporation is to promote fellowship and mutual understanding among its members and the greater Okinawan community – and to promote and perpetuate Okinawan heritage, culture and the arts.

ARTICLE III PRINCIPAL OFFICE

SECTION 3.01. PRINCIPAL OFFICE. The principal office and headquarters of the Corporation shall be located at the Maui Okinawa Cultural Center, 688 Nukuwai Place, Wailuku, Maui, Hawaii, 96793.

ARTICLE IV CORPORATION PROPERTY

SECTION 4.01. CONTRIBUTIONS OF PROPERTY. The Corporation may accept contributions of property, real, personal or mixed, and hold, keep and use the same, as well as any property acquired by it, for the purpose of carrying out the objectives of the Corporation as set forth in Article II of these By-Laws.

SECTION 4.02. CONVEYANCING REQUIREMENT. All

documents of sale, conveyance, lease, mortgage or other disposal of any of the property of the Corporation shall have the signature of the President and the Treasurer.

SECTION 4.03. AUTHORIZATION OF BOARD OF DIRECTORS. No real property belonging to the Corporation shall be sold, conveyed, leased, mortgaged or otherwise disposed of without the authorization of the Board of Directors.

ARTICLE V

MEMBERS

SECTION 5.01. REQUIREMENTS FOR MEMBERSHIP. Any person or family (includes spouse and dependent children) who pledges to support the Corporation and who shall apply for membership may be admitted as a member of the Corporation.

SECTION 5.02. EXPULSION OF MEMBERS. Any member of the Corporation may be expelled by three-fourths (3/4) majority vote of the Board of Directors after an opportunity to be heard.

SECTION 5.03. LIST OF MEMBERS. The Recording Secretary shall keep a list of the members of the Corporation.

SECTION 5.04. ANNUAL MEMBERSHIP DUES. Annual membership dues of the Corporation shall be determined by the Board of Directors. Dues shall be paid by the members to the Treasurer, or dues can be mailed to the Principal office of the Corporation. Dues shall be payable through the end of the calendar year. Dues may be waived for individual members who are 80 years old and older by vote of the Board of Directors. Dues may be waived due to hardship reasons by vote of the Board of Directors.

SECTION 5.05. PROHIBITIONS ON DENIAL OF MEMBERSHIP. No person shall be denied membership on the basis of race, color, sex, age, sexual orientation or religion.

ARTICLE VI

MEETINGS

SECTION 6.01. ANNUAL MEETING. The annual meeting of the members shall be held at the annual Bonenkai, each year at such place as the President or Board of Directors shall designate.

SECTION 6.02. ELECTIONS OF OFFICERS. Elections of Officers shall be held at the annual meeting of the Corporation by vote of quorum of members.

SECTION 6.03. SPECIAL MEETINGS. Special meetings of members may be held at the call of the President, or upon the request of the Board of Directors, or upon the written request of at least one-third (1/3) of the membership.

SECTION 6.04. QUORUM. Ten percent (10%) of the members shall constitute a quorum for the transaction of business of any annual or special meeting of the members and the vote of a majority of the members present at any such meeting shall be necessary to the passing of any motion or resolution.

SECTION 6.05. NOTICE OF MEETINGS. Notice of any meeting of members shall be given by the Corresponding Secretary by mailing or delivering written notice thereof, or by telephone at least four (4) days prior to the date set for such meeting.

ARTICLE VII **DIRECTORS**

SECTION 7.01. BOARD OF DIRECTORS (Riji Kai). The Board of Directors shall consist of the elected officers, Adviser, Standing Committee Chairpersons, and the Executive Director of the Maui Okinawa Cultural Center.

SECTION 7.02. VACANCIES. A vacancy in the Board of Directors shall be filled by the President with the approval of the Board of Directors.

SECTION 7.03. MEETINGS. The Board of Directors shall meet monthly, or at the call of the President, or of any six (6) directors. Notice of meeting of the Board of Directors shall be given by the President or the President's designate, by mail, ea-mail, or by telephone at least (2) calendar days prior to the date set for such meeting, except that notice shall not be necessary whenever all directors are present without prior notice.

SECTION 7.04. POWERS. All of the corporate powers, rights and privileges which the Corporation may legally exercise under its Charter shall be vested in and/or exercised by the Board of Directors, which shall have the entire management, direction and control of all the business, affairs, and property of the Corporation. Without prejudice to the foregoing terms, the Board of Directors shall have power:

(a) To make rules and regulations not inconsistent with the laws of the State of Hawaii, or with these By-Laws, for the guidance of the directors of the

Corporation in the management and control of the affairs, business and property of the Corporation.

(b) To incur such indebtedness as it may deem necessary and to authorize the execution of the note of the Corporation for such indebtedness and the securing of the same by trust deeds, mortgages or collateral agreements;

(c) To expend funds for various purposes.

(d) To fix the salaries of all employees of the Corporation.

(e) To suspend or remove any Director, or employee of the Corporation at any time, for good cause, and to approve filling any vacancy resulting from any cause whatsoever; and

(f) To expel a member for cause by three-fourths (3/4) majority vote.

(g) To dissolve the Maui Okinawa Kenjin Kai by three-fourths (3/4) majority vote.

SECTION 7.05. DUE DILIGENCE. Directors shall exercise due diligence consistent with a duty of care that requires Directors to:

(1) Act in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances in a manner reasonably believed to be in the Corporation's best interest;

(2) Be familiar with the Corporation's activities and ensure that such activities promote the Corporation's mission and achieves its goals;

(3) Be fully informed about the Corporation's financial status; and

(4) Have full and accurate information to make informed decisions.

SECTION 7.06. DUTIES. It shall be the duty of the Board of Directors to:

(1) Cause a complete record of all proceedings of all meetings of the Board of Directors and of the members and of all acts of the Corporation to be kept and preserved;

(2) To supervise all the acts of the officers and employees of the Corporation;

(3) To require that full and accurate books of account shall be kept of the receipts and expenditures of the Corporation; and

(4) Act solely in the interests of the Corporation without regard for personal interests.

SECTION 7.07. CONFLICT OF INTEREST. No Director shall use the Director's position in the Corporation for personal financial gain. No member shall use property or resources of the Corporation for personal financial gain. No Director shall vote on a matter which directly involves the Director's employer or the Director's dependent family member's employer. Directors and employees of the Corporation shall disclose annually in writing any known financial interest in any business entity that transacts business with the Corporation.

SECTION 7.08. QUORUM. Eleven (11) members of the Board of Directors shall constitute a quorum, and a majority vote of the Directors present at any meeting of the Board shall be necessary to validate any act of the Board.

ARTICLE VIII

OFFICERS

SECTION 8.01. DESIGNATED OFFICERS. The officers of the Corporation shall be a President, a 1st Vice-President, 2nd Vice-President, 3rd Vice-President, Recording Secretary, Corresponding Secretary, Japanese Secretary, Treasurer, Assistant Treasurer, one (1) Auditor, and one (1) Adviser, all of whom shall be elected by the membership at the annual meeting. These officers will hold office for one year, or until the successor shall have been elected and qualified. The term of the office for the President is not to exceed more than (3) consecutive years. A vacancy among the Officers and Directors shall be filled by the President with the approval of the Board of Directors.

SECTION 8.02. PRESIDENT. The President shall:

- (1) Preside at all meetings of the members and of the Board of Directors;
- (2) Call meetings of members or the Board of Directors whenever the President shall deem the same necessary or whenever requested by six (6) directors, or by one-third (1/3) of the membership;
- (3) Appoint committees as needed;
- (4) Represent the organization at community functions;
- (5) Be authorized to make decisions on behalf of the Corporation with the consultation of the 1st Vice-President or other officer when time limits the calling of a meeting of the Board of Directors; and
- (6) Shall attend to such other duties and functions usually appertaining to the office of President or those which the Board of Directors may prescribe.

SECTION 8.03. FIRST (1st) VICE-PRESIDENT. The First (1st) Vice-President shall:

- (1) Assist the President and Officers;
- (2) Discharge the duties and perform the functions of the President in the absence or disability of the President; and
- (3) Be responsible for the program phase of the Corporation.

SECTION 8.04. SECOND (2nd) VICE-PRESIDENT. The Second (2nd) Vice-President shall:

- (1) Assist the President and Officers as necessary; and
- (2) Be in charge of the membership drive of the Corporation.

SECTION 8.05. THIRD (3rd) VICE-PRESIDENT. The Third (3rd) Vice-President shall assist the President and Officers as necessary.

SECTION 8.06. RECORDING SECRETARY. The Recording Secretary shall:

- (1) Keep the minutes of the meetings of the members and of the Board of Directors;
- (2) Keep all documents belonging to the Corporation, except those to be kept by the Treasurer: and
- (3) Attend to such other duties as may be applicable to those indicated above, and such other duties and functions pertaining to the office of Recording Secretary, or which the Board of Directors may prescribe.

SECTION 8.07. CORRESPONDING SECRETARY. The Corresponding Secretary shall:

- (1) Be responsible for all correspondence for the Corporation; and
- (2) Give all notices required to be given to members and/or directors under these By-Laws, or as may be ordered by the President, or the Board of Directors.

SECTION 8.08. JAPANESE SECRETARY. The Japanese Secretary shall correspond in Japanese when the need arises.

SECTION 8.09. TREASURER. The Treasurer shall:

- (1) Receive and keep all monies belonging to the Corporation;
- (2) Keep proper and correct books of account of all receipts and expenditures of the Corporation;
- (3) Submit a complete statement of the financial condition and transactions of the Corporation for the preceding year or such other period indicated by the Board or by the President at each annual meeting of the Corporation and at such other times as may be ordered by the Board of Directors or by the President;
- (4) Make such disbursements as the regular course of business of the Corporation may require, or as the Board of Directors may order;
- (5) Attend to such other duties as may be applicable to those indicated above and such duties and functions appurtenant to the office of a Treasurer, or which the Board of Directors may prescribe; and
- (6) Sit on the Budget, Finance & Investment Committee.

SECTION 8.10. ASSISTANT TREASURER. The Assistant Treasurer will assist the Treasurer in carrying on the Treasurer's duties as the financial officer of the Corporation.

SECTION 8.11. AUDITOR (1). The Auditor shall:

- (1) Examine, annually or as directed by the Board of Directors or the President, the books of account and vouchers of the Corporation and, if found correct, shall certify the same upon the books of the Corporation; and
- (2) Attend to such other duties as may be prescribed by the Board of Directors.

ARTICLE IX

ADVISER

SECTION 9.01. ADVISER (1). The Adviser shall be the immediate past President and shall assist and advise the officers and Corporation as necessary.

ARTICLE X **EXECUTIVE DIRECTOR OF THE MAUI OKINAWA** **CULTURAL CENTER**

SECTION 10.01. APPOINTMENT BY BOARD OF DIRECTORS. The Board of Directors is authorized to appoint an Executive Director for the Maui Okinawa Cultural Center..

SECTION 10.02. RESPONSIBILITIES. The Executive Director shall:

- (1) See that all properties of the Maui Okinawa Cultural Center--real, personal or mixed, are properly maintained and safe-guarded with the assistance of the membership; and
- (2) Coordinate the scheduling of the use of the Maui Okinawa Cultural Center.

ARTICLE XI **EXPENDITURES**

SECTION 11.01. BOARD OF DIRECTORS. The Board of Directors is authorized to expend funds for various purposes.

SECTION 11.02. PRESIDENT. The President, with the consultation of the Treasurer, is authorized to expend funds between meetings of the Board of Directors.

SECTION 11.03. PRESIDENT'S ANNUAL ALLOTMENT. The President shall be annually allotted an amount determined by the Board of Directors, for expenses incurred on organizational matters.

SECTION 11.04. EXECUTIVE DIRECTOR. The Executive Director of the Maui Okinawa Cultural Center shall be allotted an amount determined by the Board of Directors, to cover the expenses of running the Maui Okinawa Cultural Center.

ARTICLE XII
CODE OF ETHICS AND WHISTLEBLOWER POLICIES

SECTION 12.01. CODE OF ETHICS. Directors shall demonstrate by their example the highest standards of ethical conduct to the end that the members of the Corporation may justifiably have trust and confidence in the integrity of the Corporation.

Section 12.02. WHISTLEBLOWER POLICIES. Corporation employees may confidentially report to the Directors any suspected financial impropriety or misuse of the Corporation's resources without risk of being terminated from employment due to such reporting. Such reports shall be in writing and contain sufficient details of the suspected impropriety or misuse. Upon receipt of such report, the Directors shall immediately investigate the allegation and take appropriate measures to address the situation and prevent its reoccurrence.

ARTICLE XIII
TRANSPARENCY

SECTION 13.01. TRANSPARENCY. It is the policy of this Corporation that all business of the Corporation be open to all members of the Corporation. All Corporation meetings, including but not limited to Board and Committee meetings, shall be open to all members of the Corporation. The Board may vote to close a meeting to discuss legal liabilities of the Corporation. All records and other documents of the Corporation shall be available within a reasonable period of time for inspection by any member of the Corporation.

ARTICLE XIV
FUNDRAISING POLICY

SECTION 14.01. FUNDRAISING POLICY. It shall be the policy of this Corporation that all operation and program costs be paid through fundraising and grants. All fundraising solicitations shall meet all federal and state law requirements and solicitation materials shall be accurate, truthful, and candid. All fundraising costs shall be kept reasonable. Any paid fundraisers hired by the Corporation shall be registered with the State of Hawaii and provide good references. Performance of professional fundraisers shall be continuously monitored by the Board.

ARTICLE XV

FINANCIAL AUDITS

SECTION 15.01. FINANCIAL AUDITS. The Corporation shall operate in accordance with an annual budget approved by the Board of Directors. The Board shall ensure that the Corporation's financial resources are used to further the Corporation's Mission Statement by regularly receiving and reading updated financial statements. An independent certified public accountant shall conduct an audit of the Corporation whenever there is a change in the Treasurer or every 5 years, whichever occurs first.

ARTICLE XVI COMPENSATION PRACTICES

SECTION 16.01. COMPENSATION PRACTICES. The Corporation shall pay no more than reasonable compensation for services rendered. The Corporation shall not compensate Directors for service on the Board, except to reimburse Directors for direct expenses of such service.

ARTICLE XVII DOCUMENT RETENTION POLICY

SECTION 17.01. DOCUMENT RETENTION POLICY. All documents of the Corporation shall be retained for a minimum of five (5) years, except that historical or culturally-significant documents shall be retained indefinitely. All documents of the Corporation shall be physically located at the Corporation's Principal Office..

ARTICLE XVIII Committees

SECTION 18.01. STANDING COMMITTEES. Standing Committees shall be:

- (a) Fujinkai (responsible for providing activities support and the kaikan cleaning schedule)
- (b) Scholarship
- (c) History & Archive
- (d) Nomination
- (e) Governance

- (f) Budget, Finance & Investment
- (g) Newsletter
- (h) Facilities
- (i) Hospitality

The selection of chairpersons shall be determined by the President, after recommendation of the Board.

SECTION 18.02. APPOINTMENT BY PRESIDENT. The President shall appoint as many ad-hoc committees as necessary.

ARTICLE XIX

Bereavement in Member's Family

Koden

SECTION 19.01. KODEN. In an amount determined by the Board of Directors, koden from the Corporation's funds shall be given to a member's family in case of death of a member. The President, or the President's delegate, shall handle koden on behalf of the Corporation.

SECTION 19.02. ASSISTANCE BY CORPORATION. The Corporation will assist in all reasonable requests by the family.

ARTICLE XX

VISITORS FROM OKINAWA

SECTION 20.01. VISITORS FROM OKINAWA. Visitors from Okinawa may be hosted and entertained by the Corporation as determined by the Board of Directors.

SECTION 20.02. COOPERATION BY CORPORATION. The Corporation may cooperate with any organization on visitation matters.

ARTICLE XXI

PARLIAMENTARY AUTHORITY

SECTION 21.01. PARLIAMENTARY PROCEDURE. The Parliamentary Procedure of all meetings of this Corporation shall be in accordance with

Robert's Rules of Order.

ARTICLE XXII **AMENDMENTS**

SECTION 22.01. AMENDMENTS TO BY-LAWS. These By-Laws may be amended or revised at any annual meeting or at any special meeting of the members called for such purpose, by vote of the Members.

09-11-08