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**CONSTITUTION AND BYLAWS
OF THE
HAWAIIAN MISSION ACADEMY ALUMNI ASSOCIATION**

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ARTICLE I: NAME

9 This organization shall be known as the Hawaiian Mission Academy Alumni
10 Association, hereinafter shall be referred to as "Association."
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ARTICLE II: OFFICE

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15 The office of the Association is located at 1438 Pensacola Street, Honolulu, Oahu
16 County, State of Hawaii.
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ARTICLE III : PURPOSE

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21 The purpose of this Association is to cultivate and maintain good fellowship in the
22 Alumni Association and to create among the members an interest in the development,
23 progress and growth of Hawaiian Mission Academy, hereinafter shall be referred to as
24 "HMA."
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ARTICLE IV: MEMBERS

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Section 4.1 **Qualification of Member**

29 The qualifications for membership in this Association are as follows: Graduates
30 from Hawaiian Mission Academy, Advanced Training School and honorary
31 graduates, former students who attended at least one year of school, present and
32 former faculty and staff and spouses of members.

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Section 4.2 **Classification of Membership**

34 There shall be two (2) classes of membership: Sustaining Member is a dues
35 paying member and an Associate Member is a non-dues paying member.

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Section 4.3 **Admission of Membership**

37 All qualified candidates automatically become an Associate Member. To become
38 a Sustaining Member a qualified candidate must pay the initial dues and shall
39 continue as a member upon payment of the annual dues.

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43 Section 4.4 **The Rights of Membership**

44 An Associate Member may participate in Alumni activities but with no right to
45 hold office or to vote.

46 A Sustaining Member may have the right to hold office and/or vote on the
47 following:

- 48 (a) Election and removal of governors.
- 49 (b) Amendment of the Constitution and Bylaws.
- 50 (c) Dissolution of the Association.

51 Section 4.5 **Dues**

52 The annual membership dues payable to the Association shall be determined and
53 may be changed from time to time by the Board of Governors.

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55 **ARTICLE V: MEETINGS OF MEMBERS**

56 Section 5.1 **Place of Meetings**

57 Meetings of members shall be held at the principal office of the Association or at
58 such other place or places as may be designated from time to time by resolution
59 of the Board of Governors.

60 Section 5.2 **Annual Meetings**

61 An annual meeting of members shall be held on date determined by the Board of
62 Governors for the transacting of business as may come before the meeting or
63 electing of governors. For the election of governors, the candidates receiving the
64 highest number of votes up to the number of governors allowed to be elected
65 shall be elected. Each voting member shall cast one vote, with voting being by
66 ballot only. The annual meeting of members for the purpose of electing
67 governors shall be deemed a regular meeting.

68 Section 5.3 **Special Meetings of Members**

69 Special meetings of the members shall be called by the Board of Governors, or
70 the Chairperson of the Association, or by a written request of at least twenty (20)
71 sustaining members of the Association. A special meeting may be called for
72 election of Governors.

73 Section 5.4 **Notice of Meetings**

74 Unless otherwise provided by this Constitution and Bylaws, notice stating the
75 place, day and hour of the meeting and, in the case of a special meeting, the
76 purpose or purposes for which the meeting is called, shall be delivered not less
77 than ten (10) nor more than fifty (50) days before the date of the meeting, either
78 personally, by mail, by telephone or by newsletter at the direction of the
79 Chairperson of the Board, Vice Chairperson or the Secretary, or the persons
80 calling the meeting, to each member entitled to vote at such meeting. The notice
81 of any meeting of members at which governors are to be elected shall also state
82 the names of all those who are nominees or candidates for election to the board at
83 the time notice is given.

84 Section 5.5 **Quorum**

85 A quorum shall consist of twenty (20) of the sustaining members of the
86 Association. Except as otherwise provided under this Constitution and Bylaws,
87 or provisions of law, no business shall be considered by the members at any
88 meeting at which the required quorum is not present, and the only motion which
89 the Chair shall entertain at such a meeting is a motion to adjourn.

90 Section 5.6 **Majority Action as Membership Action**

91 Every act or decision done or made by a majority of voting members present in
92 person or by written ballot at a duly held meeting at which a quorum is present is
93 the act of the members unless this Constitution and Bylaws, or provisions of law
94 require a greater number.

95 Section 5.7 **Voting Rights**

96 Each sustaining member is entitled to one vote on each matter submitted to a vote
97 by the members. Voting at duly held meetings shall be by voice vote. Election of
98 Governors, however, shall be by written ballot.

99 Section 5.8 **Action by Written Ballot**

100 Except as otherwise provided under this Constitution and Bylaws, or provisions
101 of law, any action which may be taken at any annual or special meeting of
102 members may be taken without a meeting if the Association distributes a written
103 ballot to each member entitled to vote on the matter. The ballot shall:
104 (a) set forth the proposed action;
105 (b) provide an opportunity to specify approval or disapproval of each proposal;
106 (c) meet the quorum requirement of twenty (20) or more responses and, except
107 for ballots soliciting votes for the election of governors, two-third (2/3)
108 percentage of approvals necessary to pass the measure submitted; and
109 (d) specify the date by which the ballot must be received by the Association in
110 order to be counted. The date set shall afford members a reasonable time
111 within which to return the ballots to the Association.

112 Ballots shall be mailed or delivered in the manner required for giving notice of
113 membership meetings as specified in this Constitution and Bylaws.

114 Approval of action by written ballot shall be valid only when the number of votes
115 cast by ballot within the time period specified equals or exceeds the quorum
116 required to be present at a meeting authorizing the action, and the number of
117 approvals equals or exceeds the number of votes that would be required to
118 approve the action at a meeting at which the total number of votes cast was the
119 same as the number of votes cast by ballot.

120 Governors may be elected by written ballot. Such ballots for the election of
121 Governors shall list the persons nominated at the time the ballots are mailed,
122 published or delivered.

123 Section 5.9 **Conduct of Meetings**

124 Meetings of members shall be presided over by the Chairperson of the
125 Association or, in his or her absence, by the Vice Chairperson or in the absence
126 of all of these persons, by a Chairperson chosen by a majority of the voting
127 members, present at the meeting.

128 Meetings shall be governed by rules adopted from the latest “Robert Rules of
129 Order” as such rules may be revised from time to time, insofar as such rules are
130 not inconsistent with or in conflict with this Constitution and Bylaws, or with
131 provisions of law.

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133 **ARTICLE VI: BOARD OF GOVERNORS**

134 Section 6.1 **Number**

135 Board of Governors shall consist of not less than eleven (11) and not more than
136 fifteen (15) governors, of which two (2) shall be HMA School Board members.
137 The governors collectively shall be known as the Board of Governors who shall
138 determine the size of the Board

139 Section 6.2 **Qualifications**

140 Candidates for governor shall be Sustaining Members for at least one year or the
141 chairperson of the HMA School Board.

142 Section 6.3 **Powers**

143 Subject to the provisions of this Constitution and Bylaws relating to action
144 required or permitted to be taken or approved by the members, if any, of this
145 Association, the activities and affairs of this Association shall be conducted and
146 organizational powers shall be exercised by or under the direction of the Board of
147 Governors.

148 Section 6.4 **Duties**

149 It shall be the duty of the governors to:

150 (a) Perform any and all duties imposed on them collectively or individually by
151 law, or by this Constitution and Bylaws;

152 (b) Prepare policies and guidelines, annual and long range goals and objectives;

153 (c) Appoint and remove, except as otherwise provided in this Constitution and
154 Bylaws, prescribe the duties of all officers, standing committee members,
155 and agents of the Association;

156 (d) Recommend a member of the Board of Governors to serve on the HMA
157 school board;

158 (e) Supervise all officers or agents of the Association to assure that their duties
159 are performed properly;

160 (f) Exercise the management and control of the Association assets as may be
161 authorized by this Constitution and Bylaws or federal or state law. Assets
162 shall be managed so as to preserve the tax exempt status of the Seventh-day
163 Adventist Church;

164 (g) Meet at such times and places as required by this Constitution and Bylaws.

165

166 Section 6.5 **Election of Governors**

167 (a) Nominating Committee. A nominating committee shall present nominations
168 for Governors in accordance with the procedures set hereafter. Said
169 nominating committee shall consist of seven members: three Governors
170 shall be appointed by the Board; three non-board members appointed by the
171 Chairperson with Board approval; and the seventh shall be the immediate
172 past-Chairperson of the Board. Only Governors whose term is not expiring at
173 the end of the fiscal year may be appointed. The committee shall elect its
174 own chairperson.

175 (b) Candidates. The nominating committee shall present for approval by the
176 Board of Governors a slate of one or more candidates for Governors to be
177 elected. The nominating committee shall endeavor to present a slate
178 representative of the membership. Upon approval by the Board of
179 Governors, the slate of candidates shall be published in the official
180 newsletter of the Association or by direct mail to sustaining members.
181 Additional candidates for Governors may be nominated by written petition
182 signed by no less than twenty (20) sustaining members of the Association,
183 each of whom has paid his or her Association dues prior to September 15th
184 of the fiscal year the petition is presented to an officer of the Association in
185 accordance with the procedures set forth herein, provided such petition is
186 presented to an officer of the Association prior to thirty (30) calendar days of
187 the mailing date of the issue of the official newsletter of the Association
188 containing the slate of candidates presented by the nominating committee or

189 in the event of a direct mailing of the slate of candidates, prior to thirty
190 calendar days of the mailed date of the direct mailing.

191 (c) Voting. Voting for Governors shall be by written ballot mailed to each
192 sustaining member of the Association who has paid his or her Association
193 dues prior to September 15 of the year in which the election is to be held.
194 Election shall be by plurality vote. "Write-in" candidates shall be
195 disregarded. There will be no voting by proxy. Voting shall be conducted in
196 accordance with the procedures set forth herein and such other procedures
197 that may be adopted by the Board of Governors.

198 (d) Qualification. Candidates for Governors nominated by either the nominating
199 committee or written petition shall meet the qualifications set forth
200 hereinafter. Each candidate for Governor shall be a sustaining member of
201 the Association.

202 Section 6.6 **Term of Office**

203 The term of office for members of the Board of Governors shall be three (3)
204 years beginning in January and they shall be so elected, except that an individual
205 elected to fill the un-expired term of a governor whose position becomes vacant
206 by death, resignation or removal may be elected for the unexpired portion that
207 term. No governor may serve more than two full terms or six (6) years
208 consecutively. After an interval of one (1) year off the Board following service
209 of six (6) consecutive years on the Board, an individual may be elected again to
210 the Board of Governors. Insofar as practical, approximately one-third (1/3) of
211 the membership of the Board of Governors shall be elected each year.

212 Section 6.7 **Vacancies**

213 Vacancies on the Board of Governors shall exist (1) on the death,
214 resignation or removal of any governor, and (2) whenever the number of
215 authorized governors is increased.

216 (a) Resignation. Any governor may resign effective upon giving written notice
217 to the Chairperson of the Board, the Vice Chairperson, the Secretary, or the
218 Board of Governors, unless the notice specifies a later time for the
219 effectiveness of such resignation. No governor may resign if the Association
220 would then be left without a duly elected governor or governors in charge of
221 its affairs.
222

223 (b) Removal. Any governor of the Association may be removed, with or without
224 cause, as permitted by and in accordance with the laws of this state, from the
225 Board or from elected office by the affirmative vote of two-thirds (2/3) of the
226 members of the Board. Such vote may be taken at any regular or special
227 meeting called for that purpose. Any governor proposed to be removed from
228 membership on the Board or from office of the Association shall be entitled
229 to at least five (5) days written notice of the meeting at which such removal
230 is to be voted on and shall be entitled to appear before, and to be heard at,
231 such meeting.

232 (c) Vacancies. Unless otherwise prohibited by this Constitution and Bylaws,
233 vacancies on the board may be filled by approval of the board of governors.
234 If the number of governors then in office is less than a quorum, a vacancy on
235 the board may be filled by approval of a majority of the governors then in
236 office or by a sole remaining governor. A person elected to fill a vacancy on
237 the board shall hold office until the next election of the Board of Governors
238 or until his or her death, resignation or removal from office.

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240 **ARTICLE VII: MEETINGS OF THE BOARD OF GOVERNORS**

241 Section 7.1 **Place of Meetings**

242 Meetings shall be held at the principal office of the Association unless otherwise
243 provided by the board or at such other place as may be designated from time to
244 time by resolution of the Board of Governors.

245 Section 7.2 **Regular Meetings**

246
247 Regular meetings of Governors shall be held quarterly as determined by the
248 Board of Governors.

249 Section 7.3 **Special Meetings**

250 Special meetings of the Board of Governors may be called by the Chairperson,
251 the Vice Chairperson, the Secretary, by any two governors, or, if different, by the
252 persons specifically authorized under the laws of this state to call special
253 meetings of the board. Such meetings shall be held at the principal office of the
254 Association or, if different, at the place designated by the person or persons
255 calling the special meeting.

256 Section 7.4 **Notice of Meetings**

257
258 Unless otherwise provided by this Constitution and Bylaws, the following
259 provisions shall govern the giving of notice for meetings of the board of
260 governors:

261 At least one week prior notice shall be given by the Secretary of the Association
262 to each governor of each special meeting of the board. Such notice may be oral or
263 written, may be given personally, by first class mail, by telephone, by e-mail, or
264 by facsimile machine, and shall state the place, date and time of the meeting and
265 the matters proposed to be acted upon at the meeting. In the case of facsimile or
266 e-mail notification, the governor to be contacted shall acknowledge personal
267 receipt of the facsimile/e-mail notice by a return message or telephone call within
268 twenty four hours of the first transmission.

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270 Section 7.5 **Quorum for Meetings**

271 A majority of the Board of Governors shall constitute a quorum for all purposes
272 at any meeting unless the representation of a larger number is required by the
273 Constitution and Bylaws in which case the representation of the number so
274 required shall constitute a quorum at such a meeting. Unless otherwise required
275 by the constitution and bylaws of the Association, the affirmative vote of a
276 majority of such quorum shall be deemed to constitute a valid act of the Board of
277 Governors.

278 Section 7.6 **Voting**

279
280 At all meetings of the Board of Governors, each Governor shall have one vote.
281 Proxies shall not be permitted. Upon the demand of any governor, any vote shall
282 be by secret ballot. There shall be no cumulative voting.

283 Section 7.7 **Presumption of Assent**

284 A governor, who is present at a meeting of the board of governors or any
285 committee at which action on any matter is taken, shall be presumed to have
286 assented to the action. To dissent, the governor's dissent or the governor's
287 withholding of his or her vote shall be entered in minutes of the meeting.
288 Alternately, the governor shall file a written dissent to the action with the person
289 acting as the secretary of the meeting before the adjournment thereof or shall
290 forward the dissent by registered or certified mail to the secretary within two
291 days after the date of the action. The right to dissent shall not apply to a governor
292 who voted in favor of the action.

293 Section 7.8 **Conduct of Meetings**

294 Meetings of the Board of Governors shall be presided over by the Chairperson,
295 of the Association or, in his or her absence, by the Vice Chairperson, or, in the
296 absence of each of these persons, by a Chairperson chosen by a majority of the
297 governors present at the meeting.

298 Meetings shall be governed by rules adopted from the latest edition of "Robert's
299 Rules of Order" insofar as such rules are not inconsistent with or in conflict with
300 the this Constitution and Bylaws, or with provisions of law.

301

302 **ARTICLE VIII: COMMITTEES OF THE BOARD OF GOVERNORS**

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304 Section 8.1 **Standing Committees**

305

306 The Board may designate standing committees, such as but not limited to, of
307 Alumni Affairs, Constitution and Bylaws, Fundraising, Publishing or others as
308 determined by the Board whose purposes and responsibilities shall be set by the
309 Board of Governors. The members of these standing committees shall be
310 appointed annually by the Board of Governors of the Association. The

311 chairpersons shall be appointed from among the members of the Board of
312 Governors.

313

314 Section 8.2 **Alumni Affairs Committee**

315 The Alumni Affairs Committee shall provide Alumni activities such as the
316 annual banquet for the fostering of friendship, fellowship and good will among
317 the members and the school community. It shall encourage Alumni to become
318 active members of the Association.

319 Section 8.3 **Constitution and Bylaws Committee**

320 The Constitution and Bylaws Committee shall review at least every four years or
321 consider all proposals to amend, alter, revise, repeal, or replace the Constitution
322 and Bylaws submitted to the committee for consideration and report its
323 recommendations to the Board of Governors. After ratification by the Board of
324 Governors, the Association Constitution and Bylaws shall be approved by the
325 Association members and the HMA School Board. The approval of the HMA
326 School Board shall not be unreasonably withheld.

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329 Section 8.4 **Publishing Committee**

330 The Publishing Committee shall publish the newsletter *Postscripts* or under
331 different name to keep members informed of the Association activities and
332 promote dialogue among its members.

333

334 Section 8.5 **Fundraising Committee**

335 The Fundraising Committee shall be responsible to raise funds for organizational
336 operating expenses. This Committee may have non-Board members who shall be
337 considered as advisors to the Board.

338

339 Section 8.6 **Other Committees**

340

341 The Board of Governors by resolution or the Chairperson by appointment may
342 create one or more other committees as may be deemed necessary to carry out the
343 purposes or manage the business of the Association. The chairpersons and
344 members of such committees shall be appointed annually by the Governors or the
345 Chairperson.

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348 Section 8.7 **Non-Governor Member**
349
350 The membership of other committees may include individuals who are not
351 members of the Board of Governors.

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353 Section 8.8 **Quorum**
354
355 A majority of the members of any committee shall constitute a quorum for all
356 purposes at any meeting of the committee, and the affirmative vote of a majority
357 of such quorum shall be deemed sufficient to constitute a valid act of the
358 committee.

359

360 ARTICLE IX: OFFICERS

361 Section 9.1 **Designation of Officers**
362 The officers of the Association shall be a Chairperson, a Vice Chairperson, a
363 Secretary, and a Treasurer all of whom shall be members of the Board. The
364 Association may also have one or more Assistant Secretaries, Assistant
365 Treasurers, and other such officers with such titles as may be determined from
366 time to time by the Board of Governors of whom need not be members on the
367 Board of Governors. Officers are appointed to serve the Association.

368 Section 9.2 **Qualifications**
369 Any governor who has served at least one year on the Board may serve as an
370 officer of this Association.

371 Section 9.3 **Election and Term of Office**
372 Officers shall be elected annually by the Board of Governors, at any time, and
373 each officer shall hold office until he or she resigns or is removed or is otherwise
374 disqualified to serve, or until his or her successor shall be elected and qualified,
375 whichever occurs first.

376 Section 9.4 **Removal and Resignation**
377 Any officer may be removed, either with or without cause, by the Board of
378 Governors, at any time. Any officer may resign at any time by giving written
379 notice to the Board of Governors or to the Vice Chairperson or Secretary of the
380 Association. Any such resignation shall take effect at the date of receipt of such
381 notice or at any later date specified therein, and, unless otherwise specified
382 therein, the acceptance of such resignation shall not be necessary to make it
383 effective.

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385 Section 9.5 **Vacancies**

386 Any vacancy caused by the death, resignation, removal, disqualification, or
387 otherwise, of any officer shall be filled by the Board of Governors. In the event
388 of a vacancy in any office other than that of Chairperson or Vice Chairperson,
389 such vacancy may be filled temporarily by appointment by the Chairperson until
390 such time as the Board shall fill the vacancy. Vacancies occurring in offices of
391 officers appointed at the discretion of the board may or may not be filled as the
392 board shall determine.

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394 Section 9.6 **Chairperson of the Board of Governors**

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396 The Chairperson of the Board of Governors shall be the chief operating officer of
397 the Association, subject to the control of the Board of Governors, and shall
398 supervise the affairs of the Association and the activities of the officers. He or
399 she shall perform all duties incident to his or her office and such other duties as
400 may be required by this Constitution and Bylaws, or which may be prescribed
401 from time to time by the Board of Governors. The Chairperson shall preside at all
402 meetings of the Board of Governors and all meetings of the members, if present.
403 The Chairperson shall be an ex officio member, without vote, of all standing
404 committees. Except as otherwise expressly provided by this Constitution and
405 Bylaws, he or she shall, in the name of the Association, execute such deeds,
406 mortgages, bonds, contracts, checks, or other instruments which may from time
407 to time be authorized by the Board of Governors.

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410 Section 9.7 **Vice Chairperson of the Board of Governors**

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412 The Vice Chairperson shall, in the absence of the Chairperson, or in the event of
413 his or her inability or refusal to act, the Vice Chairperson shall perform all the
414 duties of the Chairperson, and when so acting shall have all the powers of, and be
415 subject to all the restrictions on, the Chairperson. The Vice Chairperson shall
416 have other powers and perform such other duties as may be prescribed by law, by
417 this Constitution and Bylaws, or as may be prescribed by the Board of
418 Governors.

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420 Section 9.8 **Duties of Secretary**

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The Secretary shall:

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- (a) Certify and keep at the principal office of the Association the original, or a copy, of this Constitution and Bylaws as amended or otherwise altered to date.

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- 426 (b) Keep at the principal office of the Association or at such other place as the
427 board may determine, a book of minutes of all meetings of the governors,
428 and, if applicable, meetings of committees of governors and of members,
429 recording therein the time and place of holding, whether regular or special,
430 how called, how notice thereof was given, the names of those present or
431 represented at the meeting, and the proceedings thereof.
- 432 (c) See that all notices are duly given in accordance with the provisions of this
433 Constitution and Bylaws or as required by law.
- 434 (d) Be custodian of the records.
- 435 (e) Keep at the principal office of the Association a membership book containing
436 the name and address of each and any members, and, in the case where any
437 membership has been terminated, he or she shall record such fact in the
438 membership book together with the date on which such membership ceased.
- 439 (f) Exhibit at all reasonable times to any governor of the Association, or to his or
440 her agent or attorney, on request therefore, the Constitution and Bylaws, the
441 membership book, and the minutes of the proceedings of the governors of the
442 Association.
- 443 (g) In general, perform all duties incident to the office of Secretary and such
444 other duties as may be required by this Constitution and Bylaws, or which
445 may be assigned to him or her from time to time by the Board of Governors.

446 Section 9.9 **Duties of Treasurer**

447 The Treasurer shall:

- 448 (a) Have charge and custody of, and be responsible for, all petty cash funds of
449 the Association, and deposit all such funds in the name of the Association at
450 HMA.
- 451 (b) Receive, and give receipt for, monies due and payable to the Association
452 from any source whatsoever.
- 453 (c) Disburse, or cause to be disbursed, the funds of the Association as may be
454 directed by the Board of Governors, taking proper vouchers for such
455 disbursements.
- 456 (d) Keep and maintain adequate and correct accounts of the Association's
457 receipts and disbursements,
- 458 (e) Render to the Chairperson and governors, whenever requested, an account of
459 any or all of his or her transactions as Treasurer and of the financial
460 condition of the Association.
- 461 (f) Prepare, or cause to be prepared, and certify, or cause to be certified, the
462 financial statements to be included in any required reports.

463 (g) In general, perform all duties incident to the office of Treasurer and such
464 other duties as may be required by law, by this Constitution and Bylaws, or
465 which may be assigned to him or her from time to time by the Board of
466 Governors.

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468 **ARTICLE X: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

469 Section 10.1 **Execution of Instruments**

470 The Board of Governors, except as otherwise provided in this Constitution and
471 Bylaws, may by resolution authorize any officer or agent of the Association to
472 enter into any contract or execute and deliver any instrument in the name of and
473 on behalf of the Association, and such authority may be general or confined to
474 specific instances. Unless so authorized, no officer, agent, or employee shall have
475 any power or authority to bind the Association by any contract or engagement or
476 to pledge its credit or to render it liable monetarily for any purpose or in any
477 amount.

478 Section 10.2 **Checks and Notes**

479 Except as otherwise specifically determined by resolution of the Board of
480 Governors, or as otherwise required by law, checks, drafts, promissory notes,
481 orders for the payment of money, and other evidence of indebtedness of the
482 Association shall be signed by the Treasurer and countersigned by the
483 Chairperson of the Association.

484 Section 10.3 **Deposits**

485 All funds of the Association shall be deposited at HMA from time to time to the
486 credit of the Association.

487 Section 10.4 **Gifts**

488 The Board of Governors may accept on behalf of the Association any
489 contribution, gift, bequest, or devise for the nonprofit general purposes or for any
490 special purpose of this Association, subject to acceptance by the HMA School
491 Board, which acceptance shall not be unreasonably withheld.

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ARTICLE XI: ACCOUNTING

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The financial activities of the Association shall be maintained by HMA as trust funds consistent with the North American Division, Pacific Union Conference, and Hawaii Conference of Seventh-day Adventists financial trust fund policies.

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ARTICLE XII: RECORDS

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Section 12.1 **Maintenance of Records**

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The Association shall keep at its principal office:

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(a) Minutes of all meetings of governors, officers, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

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(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

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(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

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(d) A copy of the Alumni Association Constitution and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

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Section 12.2 **Inspection Right**

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Governors and sustaining members shall have the right at any reasonable time to inspect and copy all books, records and documents of the Association.

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ARTICLE XIII: MISCELLANEOUS

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Section 13.1 **Regional Chapters**

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Regional chapters of the Association may be established and shall be recognized upon approval by the Board of Governors of the instrument governing the Association and operation of each chapter. Regional chapters shall operate in

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526 accordance with guidelines established by the Board of Governors which shall be
527 consistent with this Constitution and Bylaws.

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530 Section 13.2 **Awards**

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The Association may provide following awards only for an outstanding
meritorious service.

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Ka Lamaku Award. This award may be given to an alumnus for outstanding and
meritorious service to the church and school.

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Abigal Kawananakoa Award. This award may be given to an alumnus for
outstanding and meritorious service to his or her community, country or
mankind.

543 Section 13.3 **Fundraising**

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The Association may fundraise for the general purposes of the Association
and may participate in the school's fundraising campaign with
membership approval.

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549 Section 13.4 **Fiscal Year**

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The fiscal year shall begin in July and end in June.

554 Section 13.5 **School Board Representative**

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The representative to Hawaiian Mission Academy Board of Trustees shall be
recommended to the Hawaii Conference Executive Committee by the Board of
Governors.

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ARTICLE XIV: AMENDMENTS

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This Constitution and Bylaws may be amended, revised or replaced at the annual or
special meeting of the Alumni Association by two-thirds (2/3) of voting members
present and voting provided that:

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(a) The proposed amendment shall have been available for inspection at the
school office at least two (2) weeks prior to the vote.

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(b) Notice of the proposed amendments shall have been given in the official
newsletter of the Alumni Association or by direct mail to voting members
at least two (2) weeks prior to the vote.

ARTICLE XV: **RELATIONSHIP WITH HMA**

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Section 15.1 **Governance**

The Association is a self-governing organization. It is operated under the authority granted by its Constitution and Bylaws solely for the benefit of its members and HMA.

Section 15.2 **Reciprocal Participation on Governing Boards**

Reciprocal participation will be reflected in a governor of the Association Board being a member of the HMA School Board and likewise, a trustee of the HMA School Board (other than the Association's designated trustee) being a member of the Board of Governors, resulting in at least two members from each governing board being on each organization's governing board .

(a) Association Board Representative

The Association members elect a governor-eligible Association member of the School Board to serve as a governor on the Association Board representing the School Board; therefore, serving both as an Association Board and School Board member.

(b) School Board Representative

The Association Board recommends and the Hawaii Conference Executive Committee appoints a governor to serve on the School Board as a representative of the Association Board; therefore, serving both as an Association Board and School Board member.

Section 15.3 **Alumni Activities**

Both the Association and HMA will coordinate their activities calendars for the Alumni. Mutually agreed upon guidelines may be implemented to ensure that the Alumni activities are consistent with HMA policies.

ARTICLE XVI: **TAX RESTRICTION AND DISSOLUTION**

Section 16.1 **Tax Restriction**

The Alumni Association is organized and operates exclusively for charitable purpose. No part of its net earning shall ever inure to or for the benefit of or be distributable to its members, governors, or officers except that the Association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purpose for which it was formed.

Section 16.2 **Dissolution**

Upon the dissolution of the Alumni Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets

629 shall be distributed to Hawaiian Mission Academy or, if Hawaiian Mission
630 Academy shall not be in existence, to Hawaii Conference of Seventh-day
631 Adventists Educational Endowment Fund.

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634 **ARTICLE XVII: INDEMNIFICATION**
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636 To the extent permitted by law Hawaiian Mission Academy shall indemnify and
637 defend any person who was or is a party or is threatened to be made a party to
638 any threatened, pending or completed action, suit, or proceeding, whether civil,
639 criminal, administrative, because said person was or is a member of the Hawaiian
640 Mission Academy Alumni Association Board of Governors or other authorized
641 committee of the Alumni Association, or an officer, employee or agent of the
642 Alumni Association against expenses, including legal fees, judgments, fines and
643 amounts paid in settlement actually and reasonably incurred by said person in
644 connection with such action, suit or proceedings if said person acted in good faith
645 and in a manner reasonably believed by said person to be in or not opposed to the
646 best of the Hawaiian Mission Academy, and with respect to any criminal action
647 or proceeding, had no reasonable cause to believe the conduct of said person was
648 unlawful.

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653 Proposed Revisions: September 29, 2004.