

BYLAWS
of
THE ROTARY CLUB OF WAIKIKI

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BY-LAWS
of the
ROTARY CLUB OF WAIKIKI

ARTICLE 1 DEFINITIONS

1. Board: The board of directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The twelve-month period beginning 1 July.

ARTICLE 2 BOARD

The governing body of this club shall be the board of directors, consisting of 15 members of this club: four (4) officers, namely, the president, vice-president, secretary, and treasurer; nine (9) directors elected in accordance with Article 3, section 1 of these bylaws; and the immediate past president and the president elect (or nominee if no president elect has been selected.)

ARTICLE 3 ELECTION OF DIRECTORS AND OFFICERS

Time Line

- Eight weeks before the Annual Meeting the Nominating Committee is appointed and 48 hours after the Nominating Committee decides on a slate of nominees, their names shall be sent out to the membership. Members may propose others whose names must be received
- Four weeks before the Annual Meeting, at a regular meeting, wherein also nominations shall be taken from the floor, at which point nominations are closed and
- 48 hours after that regular meeting closing nominations, all the names shall be sent out to the membership. Then
- 10 days prior to the Annual Meeting, ballots shall be sent out and received no later than 12 p.m. on the day of the Annual meeting with results announced.

Section 3.01 Nominating Committee

At least eight weeks before the Annual Meeting for the election of officers, the president-elect shall appoint five (5) members of the nominating committee which shall be made up of three past presidents, plus two non-past presidents from the current regular membership, all of whom must be in good standing. No member of the nominating committee shall be eligible to be nominated for officer or director for the year in which the committee serves.

Section 3.02 Nominations for Officers and Directors

A. Nominations

The Nominating Committee shall nominate members for the positions of president-nominee, vice-president, secretary, and treasurer, each of whom are to be elected to a one-year term and a slate of candidates for director, each to serve a three year-term.

Within forty-eight (48) hours of the decision of the Nominating Committee, the president-elect shall send the report to the membership, either by surface mail to those members who have requested such correspondence, or e-mail as accepted by other members. Members wishing to propose additional nominees shall do so by surface mailing or e-mailing said name to the president, president-elect and the secretary, which names must be received no later than noon at a regular meeting four weeks (4) before the Annual Meeting.

B. Additional Nominations

At the regular meeting four (4) weeks before the Annual Meeting for election of officers, the presiding officer shall report any additional nominees received and take any additional nominees from the floor. All nominations are then closed. Within forty-eight (48) hours of the close of business of this meeting, the president shall notify the members of final slate of nominees.

Section 3.03 Qualifications and Considerations for President

In addition to the qualifications set forth in this club's constitution and the Rotary International Manual of Procedure, the president should have attended one or more district conferences by the date of assuming office and have a working knowledge of the constitution and bylaws of the club and The Object of Rotary. It is recommended that the president will have served in the club as a board member, or member of one or more of the major committees. The president should also possess the ability to assume the leadership of the club and possess the esteem and confidence of the fellow members of the club

Section 3.04 Qualifications and Considerations for Other positions

The nominating committee should seek to have other officer positions filled by those with sufficient experience, expertise, and ability to fulfill the responsibilities of their respective offices. For director positions, the committee should seek those who are aware of the time commitments and who have been attending meetings and participating in projects. Special efforts should be made to ask newer and younger members to serve who show genuine interest and ability and have been members long enough to be familiar with the workings of the club.

Section 3.05 Election Protocol

A. Prohibited Electioneering Activities

Members of the Rotary Club of Waikiki shall not campaign, canvass, or electioneer for elective positions in the club or allow any such activity on their behalf. Specifically:

a) No phone solicitations, electronic communications, brochures, literature, letters, and other materials may be distributed or circulated by any member of the Rotary Club of Waikiki, or on their behalf by other club members, to any other club member, except as may be expressly authorized by the Board.

b) When candidates become aware of any prohibited activities having been undertaken on their behalf, they shall immediately express their disapproval to those engaged in such activities and shall instruct them to terminate such activity.

c) If a candidate, or Rotarian acting on behalf of such a candidate, fails to adhere to these prohibitions, these activities shall be grounds for disqualification of the candidate from the election in question by the Board.

Section 3.06 Elections

A. Procedure

The nominations duly made by the nominating committee and any additional nominations received shall be placed on the ballot in alphabetical order by last name, under each office and shall be voted upon at the club's Annual Meeting. A minimum of ten (10) days prior to the election at the Annual Meeting, the official ballot shall be mailed to all members in good standing either by surface mail to those members who have requested such correspondence, or e-mailed as accepted by other members by an electronic voting application approved by the board. The return ballots, whether surface mailed or electronically submitted, shall be received, by the secretary, or their designate as approved by the board, no later than 12:00 PM on the day of the Annual Meeting.

B. Results:

a) The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes, shall be declared elected to their respective offices for the next Rotary year.

b) The three candidates for director receiving the three highest vote counts of the votes cast for directors each year, shall be declared elected as directors.

c) In the event of a tie in the number of votes cast a run-off election shall be held immediately at the Annual Meeting with those members present to vote unless circumstances dictate the fairness of an alternate resolution as determined by a vote of those present.

C. Assumption of Office

The candidate for president elected in such balloting shall be called the president-nominee and shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer until June 30, of the following year. The former president-elect shall assume office as president on July 1. The president-elect, the president-nominee, the president, and immediate past president should work together to ensure continuity of leadership and succession planning.

D. Elected Board

The officers and directors so elected, together with the president and immediate-past president, shall constitute the board for the next Rotary year. Upon their assumption of office, if not before, the president-elect and board-elect shall choose one or more member(s) of the club to act as sergeant(s)-at-arms. The office of president-elect and vice-president may be combined as the board sees fit.

F. Vacancies:

A vacancy in the board of directors, or any office, shall be filled by action of the remaining members of the board.

A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

ARTICLE 4 DUTIES OF OFFICERS

Section 4.01 President

It shall be the duty of the president, to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 4.02 Immediate-Past President

It shall be the duty of the immediate past president to serve as a director, and to perform such other duties as may be prescribed by the president or the board.

Section 4.03 President-Elect

It shall be the duty of the president-elect to serve as a director, and prepare for his or her year in office by:

- appointing the nominating committee, as set forth in Article 3.01, above
- setting goals as will be suggested by the district in late spring for the next Rotary year
- conducting a retreat or planning meetings as needed to prepare for the new Rotary year to achieve goals set
- attending trainings as required by Article 11, Section 5 of the Constitution of this club
- creating the fundraising committee, no later than February before the start of their year, and by performing such other duties as may be prescribed by the president and the board.

Section 4.04 Vice-President

It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

Section 4.05 Secretary

It shall be the duty of the Secretary to

- take the minutes of the board meetings held in person or draft written minutes from the recordings of online board meetings.
- upload approved minutes to the club website or insure that said approved minutes are so uploaded by the person best able to do so; and
- perform other duties as usually pertain to the office of Secretary or as requested by the board or president, or as set forth in these by-laws.

Section 4.06 Treasurer

It shall be the duty of the treasurer to

- have custody of all funds, accounting for it to the club semi- annually and at any other time upon demand by the board,
- report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; and
- to perform other duties as pertains to the office of treasurer.

Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 4.07 Sergeant-at-Arms

The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

ARTICLE 5 MEETINGS

Section 5.01 Annual Meeting

The Annual Meeting of this club shall be held on the third week in December when usual meetings are held or on a day as may be decided by the Board but shall be held before December 31 at which time the election of officers and directors to serve for the ensuing year shall take place.

The Annual Meeting shall hear updated reports from the various committees and officers of the past six months and anticipated action plans for the remaining Rotary year.

Section 5.02 Weekly Meetings

The regular weekly meetings of this club shall be held on Wednesdays at 12:00 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. Meetings shall be in person except as may be decided by the Board.

Section 5.03 Membership Quorum

One-third of the membership shall constitute a quorum at the annual meeting and regular meetings of this club.

Section 5.04 Meetings of the Board

Regular meetings of the board shall be held on the third Thursday (or other dates chosen by the Board) of each month. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given. Minutes of board meetings shall be uploaded to this club's website by the secretary or their designate who has the technical ability to do so.

Section 5.05 Board Quorum

A majority of the Directors shall constitute a quorum of the Board.

ARTICLE 6 FEES AND DUES

Section 6.01 Admission Fee for New Applicants

The admission fee, as determined by the Board, is to be paid before the applicant can qualify as a member.

Section 6.02 Membership Financial Obligations

The membership dues, as determined by the board, shall consist of RI per capita dues, subscription fees to The Rotarian, district per capita dues, club annual dues and any other Rotary or district assessment. Dues and other fees due to the club shall be payable semi-annually no later than the last day of June and December. Those members who fail to pay dues on time shall be reported to the club officers for appropriate action. Each member is expected to contribute to the Rotary Foundation every year.

ARTICLE 7 METHOD OF VOTING AT MEETINGS

The business of this club shall be transacted by voice vote or a show of hands, except in the election of officers and directors, which shall be by ballot as described in these by-laws. The board may determine that a specific resolution be considered by ballot rather than by voice vote. Robert's Rules of Order shall govern procedure, noting that a quorum is required if so called at any meeting.

ARTICLE 8 AVENUES OF SERVICE

Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the Avenues of Service.

ARTICLE 9 COMMITTEES

Section 9.01 Responsibilities and Duties

Club committees are responsible for carrying out the annual and long-range strategic goals of the club. The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year. Each committee should establish action plans by the beginning of each year for implementation during the course of the year consistent with Rotary's Avenues of Service and Areas of Focus.

Section 9.02 Committee Chairs and Members

Each chair shall be responsible for the activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board and the club administrative committee chair on all committee activities for posting on the website and uploading to Rotary Central.

Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action on any project involving a major financial commitment until a report and request is made and approved by the board.

When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

The president shall be an ex officio a member of all committees and shall have all the privileges of membership thereon.

Section 9.03 Avenues of Service

CLUB ADMINISTRATION

The Club Administration Committee is responsible for the optimal operation of the club which includes two critical essential elements:

- 1) obtaining and confirming speakers, and
- 2) providing technical and other assistance to officers, directors, committee chairs and members with updates on the website and uploads to Rotary Central. Said updates and uploads include, but are not limited to
 - current club By-laws and club Constitution
 - approved minutes of the board each month
 - member's personal information as appropriate, and
 - the club's projects, goals and accomplishments highlighting the Avenues of Service. Technical assistance is best provided by a member who has not only the expertise, but especially the time and willingness to initiate contact with members and chairs. Such technical support if not best provided by a club member, may be contracted out as advised by the president or the board and whose remuneration by the club is approved by the board.

VOCATIONAL SERVICE

The Vocational Service Committee is responsible to showcase members and other community leaders' integrity and expertise to address the problems and needs of society. Presentations by current or prospective community leaders at meetings are encouraged.

COMMUNITY SERVICE and

INTERNATIONAL SERVICE are responsible for developing and implementing educational, humanitarian, and vocational projects that address the needs of our community and communities in other countries consistent with Rotary's Seven Areas of Focus:

- Water and sanitation
- Disease prevention and treatment
- Maternal and child health
- Basic education and literacy
- Economic and community development
- The Environment and
- Peace and conflict prevention/resolution

YOUTH SERVICE is responsible for developing and implementing plans to empower youth and young professionals through leadership development programs and appropriate service projects.

Section 9.04 Other Standing Committees

MEMBERSHIP: This committee is responsible for developing and implementing a comprehensive plan for the recruitment and retention of members, reporting status of membership to RI in conjunction with the secretary or treasurer, maintaining the accuracy of the membership list on the website and working with the treasurer to obtain Certificates of Membership and a membership card for new members after induction and other responsibilities as directed by the board or as the committee deems advisable.

PUBLIC RELATIONS: This committee is responsible for developing and implementing plans to provide the public with information about Rotary and to promote this club's service projects and activities, via press releases, public service announcements, the club website and on social media.

THE ROTARY FOUNDATION

This committee is responsible for developing and implementing plans to support The Rotary Foundation through both financial contributions and program participation.

Section 9.05 Additional Committees

FUNDRAISING COMMITTEE: This committee is responsible for developing and implementing plans for a successful fundraiser for the Club. The work of this committee is best initiated no later than February with date and venue set as soon as possible to ensure the ability of sister clubs to attend and availability of quality entertainment. Additional ad hoc committees may be appointed as needed.

ARTICLE 10 FINANCES

Section 10.01 Financial Reports

Prior to the beginning of each fiscal year, the board shall prepare a final draft of a budget of estimated income and expenditures for the coming year, which shall stand as the limit of expenditures for these purposes unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one for club operations and one for service projects.

Section 10.02 Club Funds

The treasurer shall deposit all club funds in a bank, named by the board.

Section 10.03 Bills

All bills shall be paid by the treasurer or other authorized officer only when approved by two officers or directors.

Section 10.04 Annual Financial Review

A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 10.05 Financial Statement

Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year's income and expenses, shall be presented at the annual meeting by the treasurer or other board member.

Section 10.06 Bond

Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club

Section 10.07 Fiscal Year Rotary Year

The fiscal year is from 1 July to 30 June.

ARTICLE 11 MEMBERS

All members excepting an honorary member (or member excused pursuant to the standard Rotary Club Constitution) remain in good standing in this club by attending meetings in person or virtually, participating in club projects and paying club dues and any other financial obligations.

Section 11.01 Electing Regular Members:

The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing through the club secretary or the president. Said name shall be submitted in a membership application form which shall be given to the prospective member to fill out. Said form shall inform the prospective member of the purposes of Rotary, the privileges and responsibilities of membership, including the financial obligations of membership in this Club. A transferring or former member of another club may be proposed to active membership by a member of this club or by the former club. The proposal shall be kept confidential as requested except as otherwise provided herein.

Section 11.02 Considerations and Procedure for Regular Members

a) The board shall ensure that the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution.

b) The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary or the president, of its decision.

c) If the decision of the board is favorable, the president shall arrange for the new member's induction, receipt of a membership card and a new member Rotary literature folder. In addition, the membership chair will report the new member information to RI. The president will assign a member to assist with the new member's assimilation into the club as well as assign the new member to a club project or function as deemed appropriate.

Section 11.03 Honorary Members

In accordance with the Standard Rotary Club Constitution for the conferral of an honorary membership, an active member of the club may propose an individual for honorary membership by filling out and submitting an honorary membership application form to the president or a board member. The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary or the president, of its decision.

Honorary memberships shall be reviewed by the Board every six (6) months to either continue or discontinue such designation.

ARTICLE 12 CHARITABLE APPEALS AND RESOLUTIONS

Section 13.01 Charitable Appeals.

Any appeal or request for monetary resources to the club, or to its members as Rotarians, for charitable or other subscriptions shall not be permitted.

Section 13.02 Resolutions

No resolution or motion to commit the club on any matter shall be considered by the club until it has been considered by the board. Resolutions or motions, if offered at a club meeting, shall be referred, without discussion, to the board, which after having given consideration to the matter, shall submit its recommendations to the club. Having received the recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

ARTICLE 13 ORDER OF BUSINESS

1. Meeting called to order.
2. Introduction of visitors.
3. Correspondence, announcements, and Rotary information.
4. Committee reports if any.
5. Any unfinished business.
6. Any new business.
7. Address or other program features.
8. Adjournment.

ARTICLE 14 AMENDMENTS AND EFFECTIVE DATE

These bylaws may be amended at any regular meeting, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent to each member at least twenty-one (21) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Standard Rotary Club Constitution, the RI Constitution and Bylaws and the Rotary Code of Policies. These bylaws are effective upon approval.

Approved by the Membership on January 4, 2023.

Adrienne King

Adrienne King
President 2022-2023

-K/-
Carol Riley
Secretary 2022-2023

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawai'i 96810

RK
copy

In the Matter of the Incorporation
of
Rotary Club of Waikiki (Honolulu),
Incorporated

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF WAIKIKI (HONOLULU), INCORPORATED

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF WAIKIKI (HONOLULU), INCORPORATED

THESE ARTICLES OF INCORPORATION are made and entered into as of June 14, 2011, by the undersigned, desiring to form a nonprofit corporation in accordance with the laws of the State of Hawai'i.

ARTICLE I

NAME

The name of the corporation shall be Rotary Club of Waikiki (Honolulu), Incorporated.

ARTICLE II

NONPROFIT

The corporation is non-profit in nature and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation, and except upon liquidation of its property in case of corporate dissolution.

ARTICLE III

PURPOSE

The purpose of the corporation shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International. Insofar as the provisions of the laws of the State of Hawai'i under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

ARTICLE IV

PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is P.O. Box 8622, Honolulu, Hawai'i 96830-0622

ARTICLE V

REGISTERED AGENT AND OFFICE

The corporation shall have and continuously maintain in the State of Hawai'i a registered agent who shall have a business address in this State. The agent may be an individual who resides in the State of Hawai'i, a domestic entity or a foreign entity authorized to transact business in the State of Hawai'i. The name of the corporation's initial registered agent in the State of Hawai'i is Linda Collard, and the street address of the place of business of such registered agent to which service of process and other notice and documents being served on or sent to the corporation may be delivered to, is One Keahole Place, #2611, Honolulu, Hawai'i 96825.

ARTICLE VI

MEMBERS

The corporation has members.

ARTICLE VII

CORPORATE LIABILITY

The property of the corporation shall alone be liable in law for the debts and liabilities of the corporation. The directors, officers and members of the corporation shall incur no personal liability for said debts and liabilities by reason of such position.

ARTICLE VIII

LIMITED LIABILITY

No director, officer, member, employee or agent of the corporation and no person serving at the request of the corporation as a director, officer, member, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir or personal representative of any such person shall be liable to the corporation for any loss or damage suffered by it on account of an act or omission by such person as a director, officer, member, employee or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this corporation, unless with respect to an action or suit by or in the right of the corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence (or gross negligence in the case of directors or officers serving without remuneration or expectation of remuneration) or intentional misconduct in the performance of his or her duty to the corporation.

ARTICLE IX
INCORPORATORS


The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Eugene R. Gelfo	500 University Avenue, #1635 Honolulu, Hawai'i 96826
Mo Radke	45-674 Apuakea Street Kaneohe, Hawai'i 96744
Rhodora Pagay	P.O. Box 22245 Honolulu, Hawai'i 96823

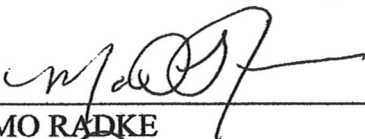
ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law.

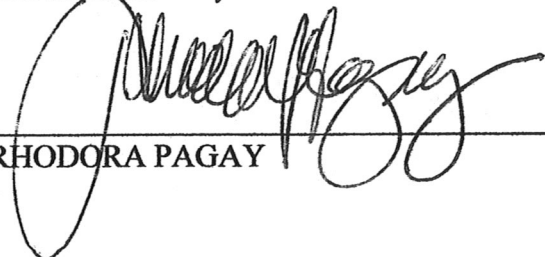
IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names on the day and year first above written, and hereby certify under the penalties of Section 414D-12, Hawai'i Revised Statutes, that they have read the above statements, that they are authorized to sign these Articles of Incorporation, and that the above statements are true and correct.



EUGENE R. GELFO



MO RADKE



RHODORA PAGAY