

**KAUA'I HISTORICAL SOCIETY
BYLAWS**

ARTICLE I: NAME AND LOCATION

The name of this Society is Kaua'i Historical Society, Inc. The location of the principal office of the corporation is in Lihu'e, County of Kaua'i, State of Hawai'i.

ARTICLE II: PURPOSE

The purpose of this Society is to bring together those people interested in history, and especially in the history of Kaua'i and Ni'ihau, who will endeavor to: collect, study and preserve any material which may help to establish or illustrate its history; compile catalogues and indexes of the same; secure and preserve material and documents pertaining to its genealogies and biographies; investigate and recommend for permanent marking and preservation sites and objects significant in its history and culture; collect and preserve stories and traditions relating to the same; and generally, to cultivate historical research and inquiry, and disseminate historical information.

ARTICLE III: MEMBERSHIP AND DUES

Section 1. Categories of Membership. Any person or organization interested in the purpose of the Society may be admitted to membership upon payment of dues. There shall be three (3) general categories of membership: Annual, Honorary, and Life.

(a) Annual Members. All such persons and/or organizations who pay the annual dues set by the board. The period of membership shall be for one (1) year following the date of payment.

(b) Honorary Members. Any person who may be nominated and elected by the board and has rendered distinguished service to the Society, or has performed distinguished historical work. Honorary membership is a lifelong designation, but does not preclude the honoree from also being a dues paying member.

(c) Life Members. All such persons and/or organizations who pay a one-time membership fee as determined by the board.

Section 2. Classes and Dues. The board shall exercise the power to establish classes and subclasses of membership and to set dues by resolution duly entered into its minutes. Annual dues shall be payable in advance, and any member or organization in arrears in payment for ninety (90) days from billing shall be stricken from the membership roll.

Section 3. Privileges of Membership. All members shall have the right to use the library, records and files of the Society in accordance with the rules and regulations established by the board and such officer or officers as the board may designate.

ARTICLE IV: ELECTION OF BOARD OF DIRECTORS

Section 1. Number and Terms. The board of directors shall consist of not less than five (5) nor more than (15) members each serving a term of three (3) years. These terms shall be staggered with the one third (1/3) terminating each year. At the annual meeting, the nominating committee will recommend to the membership the names to be elected. Additional nominations may be made from the floor by any member listed on the membership roll.

Section 2. Election. All directors shall be elected by a majority of votes cast at the annual meeting.

Section 3. Installation. Directors shall be considered automatically installed at the close of the annual membership meeting, at which they are elected, and shall serve without compensation until their successors have been elected and installed.

Section 4. Vacancies. Vacancies may be filled by a vote of the board until confirmation at the next annual meeting of the general membership. Recommendations of candidates to fill board vacancies in the period between annual meetings shall be brought to the attention of the board at a regularly scheduled meeting. After board discussion and agreement, such candidates may then be invited to meet the board, which will subsequently vote on adding the candidate to the board.

Section 5. Attendance. Any member of the board who fails to attend three (3) consecutive board meetings may be considered to have resigned from the board.

Section 6. Removal. Removal of any director ~~(Other than for missing meetings, as noted in section 5,~~ shall be at a special meeting called for that purpose and shall require a two-thirds affirmative vote of the entire board of directors.

ARTICLE V: ELECTION OF OFFICERS

Section 1. Officers. The officers shall be the president, vice president, secretary and treasurer.

Section 2. Term of Office. The officers shall be members of the board of directors and shall be elected annually for a term of one (1) year; said election to be held by the board at their next meeting immediately following the annual meeting of the general membership.

Section 3. Additional Officers. The board may appoint from its board membership such other officers as deemed necessary.

ARTICLE VI: DUTIES OF THE OFFICERS AND DIRECTORS

Section 1. President. The president shall have the executive supervision over the activities of the Society within the scope provided by these bylaws. He/she shall preside at all meetings of the board of directors and of the Society's general membership, and shall call such meetings herein provided for and such other meetings as shall seem required. He/ she shall sign all contracts, bonds and other instruments in writing to bind the society, which shall first have been approved or authorized by the board. The

president may appoint or authorize the appointment of committees for carrying out the activities of the society, and determine the duties and powers of such committees subject to approval by the board. He/she shall be an ex-officio member of all committees. He/she shall have all other duties as the board may assign.

Section 2. Vice President. The vice president shall assume the duties of the president in the event of absence, incapacity, or resignation of the president, and all other duties as the board may assign.

Section 3. Secretary. The secretary shall keep minutes of all meetings of the society and board. He/she shall perform other recording duties as needed or required, and all other duties as the board may assign.

Section 4. Treasurer. The treasurer shall be responsible for the safekeeping of the society funds and for maintaining adequate financial records. He/she shall render an annual financial report based on the calendar year, and all other duties as the board may assign.

Section 5. Board. The board, acting as directors, shall have the power to conduct all affairs of the society; to administer the funds of the society; to appoint an auditor as needed; to make, adopt, and enforce regulations consistent with the Charter of Incorporation or the bylaws of the Society; and to prescribe the duties of each officer consistent with these bylaws. The board has the power to employ an administrator to properly conduct the affairs of the Society, and to evaluate said administrator. The administrator shall be an ex-officio nonvoting member of the board and of all committees.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

~~Section 1. Authority to Indemnify. Members of the board of directors shall be indemnified from liability under HRS section 414D-160 for all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he/she may be involved as a party or otherwise by reason of his/her being or having been a director of the organization, whether or not he/she continues to be such director of the organization at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matter as to which he/she shall be finally adjudged in such action, suit proceeding, investigation or inquiry to be liable for willful performance of his/her duties as such director. As to whether or not a director was liable by reason of willful misconduct, willful neglect or negligence toward the organization in the performance of his/her duties as such director, in the absence of such final adjudication of the existence of such liability, the board of directors and each director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the board of directors.~~

Section 1. Authority to Indemnify. Subject to the provisions of HRS 414D-160 through 414D-165, as amended, the Corporation Society shall, to the fullest extent legally permissible, indemnify each person who is or who has served at any time as an officer, director, employee, or agent of the Corporation Society against all expenses and liabilities, including without limitation, attorneys' fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed

upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity, provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the ~~Corporation~~ Society or such person was grossly negligent in the performance of, or failure to perform the duties to which the person was elected, appointed, or employed. The foregoing right of indemnification shall not be exclusive of other rights which any director, officer, employee, or agent may have and shall inure to the benefit of the heirs, personal representatives, successors and assigns of each director, officer, employee, or agent.

Section 2. Obligation to Purchase Insurance. The ~~Corporation~~ Society shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the ~~Corporation~~ Society against any liability asserted against or incurred by the person in such capacity or arising out of the person's status as a director, officer, employee, or agent, whether or not the ~~Corporation~~ Society would have the power to indemnify the person against such liability under the provisions of HRS Section 414D-160 or 414D-161, as amended. Such insurance may be procured from any insurance company designated by the board of directors.

ARTICLE VIII: MEETINGS

Section 1. Board of Directors Meetings.

(a) Regular Meetings. Board meetings shall be held at regular intervals, not less than six (6) times per year, at the time and place set forth by the president, or in the absence of the president, by the vice president.

(b) Electronic Meetings. At the discretion of the board, a meeting may be held by conference call or by any other means in which all directors participating may simultaneously hear each other during the meetings.

(c) Quorum. A majority of the directors in office shall constitute a quorum.

(d) Voting. A majority of those present and voting is required for a motion to pass.

Section 2. General Membership Meetings.

(a) Annual Meeting. An annual meeting shall be held following the close of the fiscal year. The date, time and place of such meeting shall be set by the board.

(b) Additional Meetings. Other meetings of the general membership may be called by the president of the board.

(c) Notification. Notice of all general membership meetings shall be either oral in person or by telephone, sent by first-class mail or by electronic mail at least ten (10) days prior to the date of the meeting. Said notice shall state the reason and purpose of the meeting.

(d) Quorum. Ten (10) members shall constitute a quorum of the Society. A simple majority of those present shall be required for approval of all decisions except as stated in Article XV.

ARTICLE IX: COMMITTEES

Section 1. Standing Committees. Five standing committees shall be:

- Board Governance
- Finance
- Publications
- Programs
- Collections and Preservation

Section 2. Other Committees. The board of directors may create and appoint members to such other committees as it shall deem appropriate. Such committees will consist of two or more directors and may include nonmembers of the board. These additional committees shall have the power and duties designated by the board and shall give advice and make nonbinding recommendations to the board.

ARTICLE X: CONTRACTS

All contracts on behalf of the society shall be signed by the president except as the board may authorize other officers to do so.

ARTICLE XI: GIFTS AND BEQUESTS

The board may accept on behalf of the society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the society.

ARTICLE XII: CONFLICT OF INTEREST

Any issue relative to a conflict of interest or perception of a conflict of interest shall be determined by the board. Directors shall have no financial interest in or be engaged in an official capacity in any business undertaken with the society by which he/she may stand to benefit directly or indirectly.

ARTICLE XIII: NEPOTISM

Any persons employed or under contract by this organization, or serving on the board of directors, shall be chosen on the basis of merit and not on that of family relationship to a member or members of the board of directors.

ARTICLE XIV: NONDISCRIMINATION

There shall be no discrimination on the basis of race, color, religion, sex or sexual orientation, national origin, marital status, age, or handicap with regard to hiring, assignment, promotion, or other conditions of staff employment, use of volunteers or delivery of other services.

ARTICLE XV: AMENDMENTS

These bylaws may be amended at any general meeting of the Society, by affirmative vote of two thirds of the members present and voting, provided that the notice of the meeting shall state that an amendment of the bylaws will be presented at such meeting.

Revised at Annual Membership Meeting, June 20, 2015