



BY-LAWS OF
KAMEHAMEHA SCHOOLS
ALUMNI ASSOCIATION

BY-LAWS RECORD OF CHANGE

The following is a record of changes made to the Kamehameha Schools Alumni Association By-Laws. This record begins with the By-Laws that was ratified by the Alumni Association membership in January of 1990.

REVISION	DATE RATIFIED	DESCRIPTION
Major	January 1990	Revise/add paragraphs for mainland regions, definition of graduate, Dissolution paragraph, officer terms and other sections.
Major	March 1994	Revise paragraphs of Regional Board, Board of Presidents and other sections.
Amendment 1	March 1997	Revise Board of Presidents meeting frequency and required quorum.
Major	April 2001	Align with Strategic Plan for KS, Revise quantity of Regions within the State of Hawai'i, add Special Membership, clarifies duties of KSAA BOP, eliminate Corresponding Secretary position, modify term limits for Regional Board members and revise process of proposing amendments.

BYLAWS
OF
KAMEHAMEHA SCHOOLS ALUMNI ASSOCIATION

ARTICLE I

NAME

Section 1. The name of this organization shall be "Kamehameha Schools Alumni Association."

ARTICLE II

DEFINITION AND REGIONS

Section 1. Structure. The Association shall be one organization consisting of members in regions in the State of Hawai'i, and in other regions outside the State of Hawai'i as may be duly created under the provisions of Article IV, Section 2 of these Bylaws.

Section 2. Terms. As used in these Bylaws:

"Association" shall mean the Kamehameha Schools Alumni Association.

"Region," "Regions" or "Regional" shall mean any Region duly formed under these Bylaws.

"Regional Board" shall mean Officers and Directors of the Region as duly formed under these Bylaws.

"Board of Presidents" shall mean the Regional Presidents of the Association.

"Graduate" shall mean, a person who has received a Kamehameha Schools diploma.

ARTICLE III

PURPOSES AND OBJECTIVES

Section 1. Purposes. The purposes of the Association are:

a. To advocate the perpetuation of Princess Bernice Pauahi Bishop's legacy,

- b. To cultivate the vision the Kamehameha Schools,
- c. To promote and foster the spirit of unity (lokahi) among the Kamehameha ‘ohana.

Section 2. Objectives: The objectives of the association are:

- a. To partner in and support programs of benefit to the health and the civic, economic, educational and moral welfare of the community at large, the Hawaiian people, and the Kamehameha Schools,
- b. To preserve and perpetuate the native culture of Hawai'i,
- c. To promote the exchange of information between the Kamehameha Schools and Alumni.

ARTICLE IV

REGIONAL MEMBERSHIP

Section 1. Members. All of those persons who are members in good standing of a Region of the Association shall be members of the Association. Members shall be divided into five (5) classes:

- a. Regular. A regular membership is offered to any graduate of the Kamehameha Schools. The duration of a regular membership shall be one year, renewable annually.
- b. Lifetime. A lifetime membership is offered to any graduate of the Kamehameha Schools. The duration of a lifetime membership shall be the natural life of the member. Lifetime members may transfer their lifetime membership to their region of residency upon relocation.
- c. Associate. An associate membership is offered to any person who wishes to support the purposes and objectives of the Association. The duration of an associate membership shall be one year, renewable annually.
- d. Honorary. Honorary members shall include the Trustees of the Bernice Pauahi Bishop Estate, the President and Principals of the Kamehameha Schools, and those persons whose honorary membership may be approved by the Regional Boards. The duration of each honorary membership shall be determined by the appropriate Regional Board.
- e. Special Membership. Special members shall be those alumni who have

graduated from the Kamehameha Schools within the last twelve (12) months. Special Membership shall be for at least one (1) year, with voting privileges. Special members will not be charged dues.

Section 2. New Regions

- a. Petition. No less than fifty (50) alumni may petition the Board of Presidents to form a new Region or Regions. However, the Board of Presidents may consider petitions from alumni groups for exceptions. Each petition shall be submitted in writing, and shall include the following information:
 - a. The name, address, year of graduation from Kamehameha and signature of each alumnus-member of the prospective Region.
 - b. The intended Regional name and geographic area intended to be served.
 - c. A description of the methods by which the prospective Region intends to serve the needs of the Association and the needs of alumni in its area.
 - d. Any other relevant information which may be helpful to the Board of Presidents in reaching a decision.
- b. Review Period. The Board of Presidents shall review the petition, and may conduct further investigation into the merits thereof. The petitioners shall supplement their petition as may be required by the Board of Presidents. The Board of Presidents shall consider exceptions to Article IV, Section 2A above.
- c. Decision. Within sixty (60) days of receipt of all requested information, if any, and completion of its own investigation, if any, the Board of Presidents shall issue its written decision to grant, grant-in-part, or deny the petition. If the petition is granted or granted-in-part, the new Region shall commence operation and shall be bound to observe these Bylaws and all rules adopted pursuant thereto. If the petition is denied, the Board of Presidents shall state the reason (s) for said denial. A rejected petition may not be resubmitted until 180 days have passed since the issuance of said denial.

Section 3. Operation. Each Region shall hold all meetings entirely within the geographic area to which the Region pertains; for example, all meetings for the Maui Region shall be held on the Island of Maui only.

Section 4. Voting. Of the five (5) classes of membership, Regular, Lifetime and Special members shall be entitled to one vote each, and Associate and Honorary members shall be entitled to no voting rights.

Section 5. Meetings. Membership meetings shall be held at least once per year on dates and

at times and locations established by the Regional Boards.

Section 6. Notice. Written and/or electronic notice of all membership meetings giving the date, time, location and purpose thereof, shall be provided no later than 48 hours prior to said meeting. Notice shall be given either by hand delivery to the member, electronic transmission to the member, or by regular mail to the member's address as listed in the membership registry in which case two working days shall be added to the 48 hour period set forth above. The presence at the meeting of all of the members of the Region shall constitute a waiver of any defect in the provision of notice as set forth above.

Section 7. Quorum. The presence of twenty-five (25), or a simple majority, or no less than 10%, whichever is less, of the Regional members shall constitute a quorum for Regional membership meetings.

Section 8. Conduct of Meetings. Regional Boards shall conduct all meetings according to the current edition of Robert's Rules of Order Newly Revised.

Section 9. Inactive Status. Due to inactivity, decline in membership or other factors a Region may petition the Board of Presidents to be placed on "Inactive Status". A region on "Inactive Status" shall have no voting privilege in the Association. As conditions improve, the inactive Region may petition the Board of Presidents to be placed on "Active Status".

Section 10. Suspension and Expulsion. Any member may be suspended or expelled for cause by a majority vote of all Regional Board members. Prior to such suspension or expulsion, proper notice as set forth in Article IV, Section 6 of these Bylaws, and provision of an opportunity to be heard at the meeting either in person or through an attorney, shall be given to the subject member. Conduct prejudicial to the best interest of the Association shall constitute cause for purposes of suspension or expulsion.

ARTICLE V

REGIONAL BOARDS OF OFFICERS AND DIRECTORS

Section 1. Generally. Each Region shall operate under the direction of a Regional Board of Officers ("Regional Board") consisting of the positions of President, Vice-President, Secretary, Treasurer and no less than one Director ("Position"). Regions may, at their discretion, provide for other Positions. At every Regional Board meeting, each Position shall be entitled to one vote. No member may hold more than one Position during the same term.

Section 2. Meetings. Regional Board meetings shall be held at least four (4) times per fiscal

year on dates and at times and locations established by the Regional President or by majority vote of the Regional Board.

Section 3. Notice. Notice of all Board meetings, giving the date, time, location and purpose thereof, shall be provided no later than 48 hours prior to said meeting. The presence at the meeting of all of the members of the Regional Board shall constitute a waiver of any defect in the provision of notice as set forth above.

Section 4. Quorum. The presence of a majority of the members of the Regional Board shall constitute a quorum for Board meetings.

Section 5. Conduct of Meetings. Regional Boards shall conduct all Board meetings according to the current edition of Robert's Rules of Order Newly Revised.

Section 6. Elections.

- a. The Positions of the Regional Board shall be elected by a majority vote of the Regular, Special and Lifetime members of the Region.
- b. The Regional Board shall prescribe the rules governing the printing, distribution, casting and counting of election ballots, and shall adopt procedures governing the filing and disposal of challenges to the conduct of elections.
- c. Except as provided in Article V, Section 8 (a) of these Bylaws, elections shall be held annually in the last quarter of the Association's fiscal year. Notice shall be provided to all Regular, Special and Lifetime members of the Region no later than thirty (30) days prior to the election date.

Section 7. Eligibility.

- a. Only Regular, Special or Lifetime members may be elected to serve on the Regional Board.
- b. A Regular, Special or Lifetime member may be a candidate for only one (1) Position on the Regional Board.

Section 8. Terms.

- a. Initial Election. The initial Regional Boards shall be elected to staggered terms as set forth in this subsection. The President and Secretary shall be elected to an initial three (3) year term; the Vice-President, Treasurer, and Director(s) to an initial two (2) year term.

- b. Subsequent Elections. All officers and director(s) of the Regional Boards elected subsequent to the initial election shall be elected to two-year terms, as their staggered terms expire, and as provided in Article V, Section 6 of these Bylaws.
- c. Limitations. No member shall serve on a Regional Board in the same Position for more than two (2) consecutive terms.

Section 9. Vacancies, Suspensions and Removals.

- a. In the case of a vacancy in the office of the President of the Regional Board, the Vice-President shall fill the vacancy. In the case of a vacancy in any other position on the Regional Board, the Regional Board shall select a successor for the unexpired term of the vacant position.
- b. Any member of the Regional Board may be suspended or expelled for cause by a majority vote of all Regional Board members. Prior to such suspension or expulsion, proper notice as set forth in Article V, Section 3 of these Bylaws, and provision of an opportunity to be heard at the meeting either in person or through an attorney, shall be given to the subject officer or director.
- c. Cause for suspension or expulsion from the Regional Board shall include but not be limited to: 1) Convicted of a felony while in elected office, 2) Conflict with the purposes and objectives of the Association, 3) Conduct antithetical to the best interest of the Association.

ARTICLE VI

DUTIES AND RESPONSIBILITIES OF OFFICERS OF REGIONAL BOARDS

Section 1. Regional President. The Regional President shall preside at all meetings of the Regional membership and of the Regional Board; shall appoint all committees with the approval of the Regional Board; shall serve as an ex-officio member on all committees; shall submit to the Board of Presidents within ten (10) days of the close of the quarter a written report of the Regional activities conducted during said closed quarter, together with a written projection of the Regional activities intended to be conducted during the current quarter; and shall submit at the Regional membership annual meeting a written annual report and oral summary thereof.

Section 2. Regional Vice-President. The Regional Vice-President shall perform the duties of the Regional President if and when the Regional President may be absent or unable to act (e.g., due to a conflict of interest); and shall coordinate the activities of the standing and special committees.

Section 3. Regional Secretary. The Regional Secretary shall record the proceedings of all Regional membership and Regional Board meetings; shall maintain said record; shall make said records available for review by the Regional membership; shall properly circulate all correspondence received; shall maintain a master mailing list or registry of the Regional membership; shall make said mailing list or registry available for review by the Regional members at all Regional membership meetings and other business matters; shall provide notice to all Regional Board members of all Regional Board meetings; and shall submit on a quarterly basis an updated mailing list or registry to the Secretary of the Board of Presidents.

Section 4. Regional Treasurer. The Regional Treasurer shall serve as custodian of all funds belonging to the Region; shall deposit all funds to the Region's credit in a depository selected by the Regional Board; shall sign all checks for payment of Regional debts; shall chair the Finance Committee; shall render a written annual accounting of all receipts and expenditures at the Regional membership annual meeting; and shall submit on a quarterly basis written financial reports to the Regional Board and to the Board of Presidents.

ARTICLE VII

BOARD OF PRESIDENTS

Section 1. Generally. The Board of Presidents shall consist of the Presidents of the Regions of the Association. The Board of Officers shall consist of a President, First Vice-President, Second Vice-President, Secretary and Treasurer.

Section 2. Meetings. Meetings of the Board of Presidents shall be held at least twice during the fiscal year on dates and at times and locations established by the President of the Board of Presidents or by majority vote of the Board of Presidents.

Section 3. Notice. Notice of all meetings of the Board of Presidents, giving the date, time, location and purpose thereof, shall be provided no later than forty- eight (48) hours prior to said meeting. The presence at the meeting of all of the members of the Board of Presidents shall constitute a waiver of any defect in the provision of notice as set forth above.

Section 4. Quorum. The presence of a simple majority of the Board of Presidents shall be required to constitute a quorum for meetings of the Board of Presidents. At every meeting of the Board of Presidents, each Regional President or their proxy shall be entitled to one vote.

Section 5. Proxy. In the event a Region President shall be unable to attend a meeting, he or she shall notify the President of the Board of Presidents in writing or by electronic transmission and shall designate a voting Regional member or a member of the Board of Presidents as his or her proxy.

Section 6. Conduct of Meeting. The Board of Presidents shall conduct all meetings according to the current edition of Robert's Rules of Order Newly Revised.

ARTICLE VIII

DUTIES AND RESPONSIBILITIES OF BOARD OF PRESIDENTS

Section 1. Duties and Responsibilities of the Board.

- a. The Board of Presidents shall administer, effectuate and fulfill the Purposes and Objectives of this Association and monitor and regulate the activities of the Association and all Regions thereof. In accord therewith, the Board of Presidents shall adopt by majority vote of the Board of Presidents rules governing the conduct of the Association and all Regions thereof. Said rules shall include sanctions for actions inconsistent with the Purposes and Objectives stated in these Bylaws.
- b. The Board of Presidents shall receive petitions for the formation of new Regions and shall grant, grant-in-part or deny said petitions as provided under Article IV, Section 2 of these Bylaws.
- c. Any Region may be suspended or expelled by a majority vote by the Board of Presidents for failure to comply and/or uphold the Bylaws of the Association.
- d. The Board of Presidents shall maintain a central depository of the administrative and financial records of each Region as required in these Bylaws.

Section 2. President. The President shall preside at all meetings of the Board of Presidents; shall appoint all committees with the approval of the Board of Presidents; shall serve as an ex-officio member on all committees.

Section 3. First Vice-President. The First Vice-President shall perform the duties of the President if and when the President may be absent or unable to act (e.g., due to a conflict of interest); shall coordinate the activities of the standing and/or special committees.

Section 4. Second Vice-President. The Second Vice-President shall perform the duties of the President or Vice-President if and when both may be absent or unable to act; shall be responsible for developing the yearly calendar of events and projects of the Association and Regions, as appropriate.

Section 5. Secretary. The Secretary shall be responsible for all records and correspondence of the Board of Presidents. This shall include, but not limited to recording the proceedings of all meetings of the Board of Presidents; attending to or circulating correspondence of the Board of Presidents, subject to approval by the President of the Board of Presidents; notifying all members of the Board of Presidents of meetings and other Association matters; maintaining a master mailing list or

registry of the Association membership; receiving and maintaining the records and correspondence of the Association; making any records or correspondence available for the review by the Association membership.

Section 6. Treasurer. The Treasurer shall be responsible for the financial matters of the Association. This shall include, but not limited to, maintaining financial statements, generating any required financial reports; receiving and maintaining the financial reports of the Regions; making any financial data available for the review by the Association membership.

ARTICLE IX

PROHIBITIONS

Section 1. Politics. The Association shall neither endorse nor make any financial contributions whatsoever to any political party, political candidate, political action group, political lobby or political lobbyist. The Association may, however, take a position upon any topic or issue of public concern; said position, if any, shall be determined by the Board of Presidents in its sole discretion.

Section 2. Tax Status. The Association shall neither lend its United States Internal Revenue taxpayer identification number to any other person or entity, nor receive under its United States Internal Revenue taxpayer identification number any funds whatsoever on behalf of any other person or entity.

Section 3. Conflict of Interest. No member shall promote on behalf of the Association, in any social or political movement without the express written authorization of the Board of Presidents; and in no event shall such participation be in any such movement which is in any way inconsistent with the purposes, objectives and prohibitions of the Association as stated in these Bylaws.

ARTICLE X

ASSESSMENTS

Section 1. Dues. Dues shall be assessed to all Regular, Associate and Life members, but not to Special or Honorary members.

Section 2. Generally. The Board of Presidents shall set the amounts of all assessments including dues, and may amend said amounts from time to time. No assessments set by the Board of Presidents shall be valid until ratified by majority vote of the Association's members.

ARTICLE XI

AMENDMENT

Section 1. Proposal. Amendments to these Bylaws may be proposed by either of the following methods only:

- a. Regional Motion. By a majority vote of a quorum present at any meeting of the Regional Membership, a Region may submit a proposed amendment to these Bylaws to the Board of Presidents for their review. The Board of Presidents may either approve the proposed amendment(s) to the Bylaws for submission to the Regions of the Association for their approval or return the proposed amendment(s) to the submitting Region for further revision or review. The Board of Presidents shall explain in its transmittal to the submitting Region the basis of its request for revision or review. The proposing Region may re-submit the proposed amendment(s) to the Board of Presidents for their approval. Upon approval by a majority vote of the Board of Presidents, said proposed amendment(s) shall be presented to the active Regions of the Association for ratification pursuant to Article XI, Section 2.
- b. Presidential Motion. By a majority vote of a quorum present at any meeting of the Board of Presidents, proposed amendment(s) by the Board of Presidents shall be presented to the Regions of the Association for ratification pursuant to Article XI, Section 2

Section 2. Voting.

- a. The Board of Presidents shall submit any proposal initiated in conformity with Article XI, Section 1 to a vote by the Association; provided, however, that each voting member shall be entitled to only one (1) vote irrespective of the number of Regions to which said member may belong.
- b. The Board of Presidents shall mail secret ballots to all regular, special and life members of the Association within 30 days after receipt of a Regional Motion, or within 30 days after the date of a Presidential Motion. Elections shall be held not less than ten days and not more than 30 days after the ballot mailing date. Completed ballots must be returned on or before the election date which shall be printed on all ballots.
- c. The Board of Presidents shall prescribe the rules governing the printing, distribution, casting and counting of ballots, and shall adopt procedures governing the filing and disposal of challenges to the conduct of the vote.
- d. Proposals which are offered in conformity with Article XI, Section 1 and which have been submitted to a vote by the Association in conformity with Article XI, Section 2 shall be adopted upon a majority vote of the

Association membership.

ARTICLE XII

SPECIAL MATTERS

Section 1. Effective Date. These Bylaws shall take effect upon adoption per Article XI of these Bylaws.

Section 2. Association Fiscal Year. The fiscal year for the Association shall be July 1 to June 30.

ARTICLE XIII

DISSOLUTION

Section 1. Disposition of Assets Upon Dissolution. The Association shall continue in perpetuity; provided, however, that in the event the Association dissolves, the Association's assets shall be distributed to or for the use of charitable organization(s) in such amounts as the Board of Presidents shall select and determine. The term "charitable organization" shall be limited to corporations, trusts, funds, or foundations created or organized under the laws of the United States, or any state, territory, or possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; such organizations shall be further limited to organizations entitled to exemption from Federal income tax under Internal Revenue Code 501 (c) (3), as now in force or hereafter amended. The provisions of this section shall be at all times a limit on the powers of the Association.