

## **Bylaws of Friends of Amy B. H. Greenwell Ethnobotanical Garden**

### **ARTICLE I** **Construction**

Section 1.1 Incorporation. The name of the Association shall be Friends of Amy B. H. Greenwell Ethnobotanical Garden, hereinafter referred to as the "ASSOCIATION," as incorporated in the State of Hawai'i on the 25th day of May, 2016.

Section 1.2 Non-profit. The ASSOCIATION shall be autonomous and shall possess all the powers permitted to nonprofit organizations under the laws of the state of Hawai'i.

Section 1.3 Nomenclature. The masculine pronoun, as used hereinafter, shall mean the masculine or feminine or any person, wherever applicable.

### **ARTICLE II** **Members**

Section 2.1 Admission of Members. Any person interested in the purposes and objectives of the ASSOCIATION may become a member upon payment of annual dues in the amount established from time to time by the Board of Directors. Each member in good standing (current on dues) shall be entitled to one vote on each matter submitted to a vote of the members. Membership shall begin on the date the initial dues were received and shall continue for a 12-month period thereafter. Dues are payable for succeeding years on the last day of the same month the original dues were paid. Any member whose dues remain unpaid for 90 days shall be deemed to have resigned upon the original due date thereof. Any member may resign by filing a written resignation with the Secretary. The Board of Directors, by affirmative vote of a majority of all members of the Board, may suspend or expel a member for cause. The Board of Directors may from time to time prescribe the qualifications and requirements for membership and shall have the power to create classes of membership conferring such rights and privileges and imposing such obligations as may from time to time be determined by the Board of Directors.

### **ARTICLE III** **Meetings of Members**

Section 3.1 Annual Members' Meeting. The annual meeting of members shall be held once each year, within 45 days of the start/end of the fiscal year (December 31) or at such a time and place as the Board of Directors determines for the purpose of electing directors and transacting such other business as may come before the meeting.

Section 3.2 Special Meetings of Members. Special meetings of the members for any

directors and transacting such other business as may come before the meeting.

Section 3.2 Special Meetings of Members. Special meetings of the members for any purpose or purposes may be held at any time upon the call of the President, upon the call of any three (3) directors, or upon the written request of one-fourth (1/4) of the members entitled to vote.

Section 3.3 Notice of Members' Meetings. Notice of all member meetings, annual or special, stating the place, day, and hour of the meeting and whether it is annual or special, and in case of a special meeting stating the purpose or purposes thereof, shall be given not less than ten (10) nor more than forty-five (45) days in advance of the meeting, in person or by mail, phone, email or FAX.

Section 3.4 Voting. Ten percent (10%) of the members entitled to vote on a matter shall constitute a quorum. When a quorum is present at any meeting, the vote of a majority of the members present shall, except where a larger vote may be required by law or these by-laws, decide any question brought before the meeting. The vote of each member must be cast in person or by proxy. Members may give their proxy, in writing or another verifiable form (email or FAX), to the then current President of the Association or to any member of the Association at least one day before the announced date of the meeting. Proxies may be specifically "for" or "against" a nominated individual or item of business or they may be general and allow the President or member to vote the proxy at his discretion.

#### ARTICLE IV Board of Directors

Section 4.1 Powers. The corporate powers of the ASSOCIATION shall be vested in its Board of Directors to the fullest extent permitted by the laws of the State of Hawai'i. As used herein, "Board" means Board of Directors. The Board shall have general charge of the affairs, funds, and property of the Association, and shall have full power, and it shall be their duty, to enforce the Bylaws.

Section 4.2 Composition, Number and Qualifications of Directors. There shall be a minimum of five (5) and a maximum of sixteen (16) Directors, who shall be elected at the Annual Members' Meeting of the ASSOCIATION by a vote of the members. Candidates for the Board must be members of the ASSOCIATION. No Board member may be an employee of Amy B. H. Greenwell Ethnobotanical Garden. The Officers of President, Vice-President(s), Secretary, and Treasurer shall be elected from among the Board of Directors by the Directors themselves.

Section 4.3 Committees. The Directors may from time to time establish standing or ad/hoc committees as they shall determine to be necessary or appropriate for the conduct of the ASSOCIATION's business.

Section 4.4 Elections. The initial Board of Directors as established in the Articles of Incorporation shall, at the Organizational Meeting of the Association, elect Directors for the staggered terms (plus any interim period between the Organizational Meeting and the first annual meeting) specified below. Thereafter, the Directors shall be elected by the members at the annual meeting of the members of the ASSOCIATION, as needed when staggered terms expire.

Section 4.5 Terms of Office. Except for Directors elected by the initial Board, Directors' terms begin with the annual members meeting. Directors shall be elected for a term of

Section 4.5 Terms of Office. Except for Directors elected by the initial Board, Directors' terms begin with the annual members meeting. Directors shall be elected for a term of three (3) years, except for the initial Board, of which at least 5 shall serve for 1 year, at least 5 shall serve for 2 years, and the remainder shall serve for 3 years. All directors shall hold office until their respective successors are elected. Directors may be removed from office by a vote of at least two-thirds (2/3rds) of the entire Board of Directors then in office.

Section 4.6 Board Vacancies. If, for any reason, elected directors vacate their position midterm, the Board may elect replacements to serve until the next annual meeting of members.

Section 4.7 Regular Board Meetings. Regular meetings of the Board of Directors may be held without call or notice at such places and times as the directors may from time to time to have previously determined, provided that any director who is absent when such determination is made shall be given notice thereof. There shall be at least one annual meeting of the Board. General members may attend Board meetings, but may participate therein only when asked to do so, and they may not vote at such Board meetings.

Section 4.8 Special Board Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors.

Section 4.9 Board Meeting Notice. The President or Secretary shall give prior notice of each meeting of the Board in writing by mailing the notice to the Board not less than seven (7) days before the Board meeting or by giving prior notice to the Board personally, by telephone, electronic mail or FAX not less than five (5) days before the meeting. The failure by the Secretary to give such notice or by any director to receive such notice shall not invalidate the proceedings of any meeting at which a quorum of the directors is present.

Section 4.10 Board Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Board member may participate in the meeting either telephonically, electronically (e.g., Skype, Google hangout) or in person for purposes of the quorum and any action taken at the meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a vote if all of the Directors then in office consent to the action by telephone and file within two weeks of the meeting written consent in the form of an electronic mail (email), facsimilie (FAX), or other written consent with the records of the meeting of the Board of Directors via the Secretary. Such written consent or emails shall be treated, for all purposes, as votes at a duly convened meeting of the Board of Directors.

## ARTICLE V Officers

Section 5.1 Officers. The Officers of the ASSOCIATION shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, and such other officers as may be determined by the Board. No director may hold more than two offices at a time.

Section 5.2 Election. The Officers of the ASSOCIATION shall be elected annually by the Directors at their annual Board meeting. Each Officer shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

Section 5.3 President. The President shall direct and administer the affairs of the

elected and qualified.

Section 5.3 President. The President shall direct and administer the affairs of the ASSOCIATION as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President shall also be an Ex Officio member of all committees. The President shall normally preside at all meetings of the Board of Directors and the general membership meetings. The President shall work with the other officers and is responsible for submitting the annual budget to the membership at the annual members' meeting.

Section 5.4 Vice-President(s). The Vice-President(s) shall assist the President in carrying out his duties. In the absence of the President, the Vice President(s) shall direct and administer the affairs of the ASSOCIATION, preside at meetings, and supervise all phases of its activities, subject to instructions by the Board.

Section 5.5 Treasurer. The Treasurer shall be the chief financial officer of the ASSOCIATION and shall exercise general supervision over the receipt, custody, and disbursement of all funds. The Treasurer will keep records of membership dues, payments, and funds, and/or oversee the membership records in relation to dues' payments. The Treasurer will work closely with the President in the compilation of the annual budget. The Treasurer shall regularly submit financial reports to the Board, which will, from time to time, be subject to internal or external audit as determined by the Board.

Section 5.6 Secretary. The Secretary shall keep the minutes of all meetings of the members and the Board. The Secretary shall keep or cause to be kept a register showing the names of the members, Directors and officers with their addresses and phone numbers. The register shall be available for inspection by any member for the purpose of communication with other members concerning Association business at the site of the meeting or the Corporation's office. The Secretary shall give notice in conformity with the Bylaws of all meetings of the members and the Board. The Secretary shall be responsible for archiving corporate records. The Secretary shall also perform all duties assigned by the President or the Board.

## ARTICLE VI

### Disbursements and Contributions

Section 6.1 Disbursements. Disbursements of the funds of the ASSOCIATION for the purposes for which it is organized shall be made by the Board at its discretion.

Section 6.2 Limitations on Disbursements. The Board shall not make any disbursements of contributions of the funds or assets of the ASSOCIATION to or for the benefit, directly or indirectly, of any members, director, or officer of the ASSOCIATION, except for:

- (i) reasonable payment for services actually rendered to the ASSOCIATION by such member trustee, or officer as an employee or independent contractor of the ASSOCIATION which the Board had previously agreed are compensable,
- and except for:

- (ii) reimbursement for an expense incurred on behalf of the ASSOCIATION, not to exceed \$100, unless authorized by the Board or incorporated in the current budget.

Section 6.3 Fundraising. All fundraising on behalf of the ASSOCIATION shall be approved of by the Board. The Board may accept or reject on behalf of the ASSOCIATION any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ASSOCIATION.

Section 6.4 Fiscal Year. The fiscal year of the ASSOCIATION shall begin on the first day

ASSOCIATION any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ASSOCIATION.

Section 6.4 Fiscal Year. The fiscal year of the ASSOCIATION shall begin on the first day of January and end on the last day of December of each year.

Section 6.5 Use of Public Funds. The corporation shall not use public funds for purposes of entertainment or perquisites. Any expending governmental agency, the director, the committees of the legislative bodies and their staffs, and the legislative auditor shall have full access to records, reports, files, and other related documents in order that the program, management, and fiscal practices of the ASSOCIATION may be monitored and evaluated to assure the proper and effective expenditure of public funds.

## ARTICLE VII Parliamentary Authority

Section 7.1 Parliamentary Matters. Meetings of the Board of Directors and the members shall be conducted by the President (or in his/her absence, a Vice-President), whose rulings on parliamentary procedure shall be final, subject only to being over-turned by a 2/3 vote of those then present entitled to then vote at any meeting.

## ARTICLE VIII Miscellaneous

Section 8.1 Inspection of Bylaws. The Secretary shall keep the original or a copy of the Bylaws as amended, certified by him, which shall be open to inspection by the members at all reasonable times.

Section 8.2 Corporate Records. The ASSOCIATION shall keep correct and complete books and records of account, minutes of the proceedings of its members, Board of Directors and Committees, and a record giving the names and addresses of the members entitled to vote. The books of account and minutes of proceedings of the members and Directors shall be open to inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand of a majority of the members.

Section 8.3 Handling of Funds. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the ASSOCIATION shall be signed or endorsed by such person or persons and in such a manner as, from time to time, shall be determined by resolution of the Board; providing that any check in excess of one hundred dollars (\$100.00) shall be signed by the Treasurer and countersigned by any other officer of the corporation duly authorized. An officer shall not sign a check reimbursing himself or herself.

Section 8.4 Execution of Contracts. The Board may authorize an officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the ASSOCIATION, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the ASSOCIATION by any contract or engagement or pledge its credit or to render it liable for any purpose or to any amount.

Section 8.5 Auditor. The Board may at any meeting appoint a person, committee of general members, or a firm or corporation engaged in the business of auditing, to act as the auditor of the ASSOCIATION. No Director or officer shall be eligible to serve as auditor of the ASSOCIATION. If an Audit Committee of general members is appointed, it should be composed of a Chairperson and at least two additional general members. An Audit Committee shall review the financial records and support documents of the Treasurer and report back to the Board and general membership regarding their findings. Ideally, the ASSOCIATION should have an audit at least every two (2) years, and prior

Audit Committee shall review the financial records and support documents of the Treasurer and report back to the Board and general membership regarding their findings. Ideally, the ASSOCIATION should have an audit at least every two (2) years, and prior to any change in the office of the Treasurer.

Section 8.6 Nepotism. It shall be the policy of this ASSOCIATION to comply with the requirements of Hawaii State Law, and to adopt policies against Nepotism and Conflict of Interest. "Nepotism" shall mean generally the appointment of persons to positions on the basis of their blood or marital relationship to the appointing authority rather than on merit or ability. No two or more members of a family or kin of the first or second degree shall be employed or under contract by this ASSOCIATION or serve on the Board of Directors unless specifically permitted in writing by the Board of Directors. "Conflict of Interest" shall mean

situations where an individual's judgment or loyalty is or may be affected by his own financial, business, property or personal interest. No Director shall vote on any matter in which said Director has an interest, nor shall said Director be present at any portion of a meeting of the Board of Directors in which the Directors consider a conflict of interest by said Director. No Officer shall undertake any action on behalf of the ASSOCIATION in which said Officer has an interest unless said Officer has first made written disclosure of the conflict of interest in writing to the Board of Directors and the Board of Directors has given advance approval for said action. All issues relative to a conflict of interest or perception of a conflict of interest shall be determined by the Board of Directors.

Section 8.7 Action without meeting and telephonic meetings. To the full extent permitted by law, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken by unanimous written or email consent of the Board of such Committee, as the case may be, without such meeting. Unless prohibited by the Charter of Incorporation and subject to the provisions herein relating to notice, the members of the Board or any committee designated thereby may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting, and shall be duly noted in the minutes of the meeting as to method of participation.

Section 8.8 Nondiscrimination. There shall be no discrimination on the basis of race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or handicap with regard to hiring, assignment, promotion or other conditions of staff employment, use of volunteers, or delivery of client services. All other personnel actions in such areas as compensation, benefits, social and recreational programs, and other agency sponsored activities shall also be administered without regard to race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or handicap. This policy shall apply to membership on the Board of Directors and its duly authorized committees.

## ARTICLE IX Amendments

Section 9.1 Amendments. These Bylaws may be amended at a regular or special meeting of the Board of Directors, by a two-thirds (2/3's) vote of a quorum of the Directors where each director has been given a least TEN (10) days advance written, email, or telephone notice that the business of the Board meeting will include amendment of the by-laws. Any alteration, amendment or repeal of the Bylaws by the Directors must be ratified at the next meeting of general members by the affirmative vote of a majority of the members present, provided that a quorum is present at such meeting, in order to be valid. Notwithstanding the above provisions of this Article IX, any alteration, amendment, or repeal of a Bylaw by the Directors as provided for in this Article shall be valid and given full force and effect until the next meeting of general

of a majority of the members present, provided that a quorum is present at such meeting, in order to be valid. Notwithstanding the above provisions of this Article IX, any alteration, amendment, or repeal of a Bylaw by the Directors as provided for in this Article shall be valid and given full force and effect until the next meeting of general members. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

**CERTIFICATE**

The undersigned Secretary of the FRIENDS OF AMY B. H. GREENWELL ETHNOBOTANICAL GARDEN (the ASSOCIATION) hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors of the ASSOCIATION at the organizational meeting of the Board of Directors duly called and held for such purpose on the 28th day of May, 2016, and that the same remain in full force and effect.

EFFECTIVE as of May 28, 2016.

Marie Morin

May 28, 2016

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Marie Morin, Secretary

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Date

Note: The original Bylaws were adopted by unanimous vote of the Board of Directors on May 28, 2016.