

AMENDED BY-LAWS  
OF THE HAWAI'I CHAPTER  
OF THE AMERICAN JUDICATURE SOCIETY  
FOR THE EFFECTIVE ADMINISTRATION OF JUSTICE

Article I.

**NAME AND ADDRESS**

The name of the organization shall be the Hawai'i Chapter of the American Judicature Society (the "Hawai'i Chapter"). The initial location of the Hawai'i Chapter is 2200 ASB Tower, 1001 Bishop Street, Honolulu, Hawai'i 96813. The initial mailing address of the Chapter is Post Office Box 656, Honolulu, Hawai'i 96809.

Article II.

**PURPOSES AND POWERS**

Section 1. Purposes. The purpose of the Hawai'i Chapter shall be to support the American Judicature Society ("AJS") and to promote the effective administration of justice on a national and local level.

Section 2. Powers. By the acceptance of a charter from AJS, the Hawai'i Chapter agrees to abide by the chapter policies and procedures, as determined from time to time, by the Executive Committee of AJS.

The Hawai'i Chapter shall have only such powers as specifically determined by the Executive Committee of AJS (the "Executive Committee"), the President of AJS (the "President") and the governing board of the Hawai'i Chapter (the "Hawai'i Board"). Whenever the President is referred to herein, the President may act by himself or herself or through a designated representative. In exercising its powers, the Hawai'i Chapter shall be guided by the following principles: (a) it will only consider issues of common interest that are universal to AJS as a whole or fully compatible with such issues; (b) it will only participate in meetings, activities and events that have the prior approval of the President, or his or her designated representative, which approval shall not be unreasonably withheld; and (c) the Hawai'i Chapter's activities shall support AJS and the Executive Committee. The Hawai'i Chapter shall not

incorporate unless specifically authorized by the Executive Committee.

The Hawai'i Chapter will make every effort in its deliberations, decisions and activities to be sensitive to and reflective of the demographics of the State of Hawai'i.

### Article III.

#### **MEMBERSHIP**

Section 1. Membership. Membership in the Hawai'i Chapter shall be open to members of AJS resident in the State of Hawai'i.

Section 2. Voting Rights. Each member described in Section 1 of this Article III shall be entitled to vote on each matter submitted to a vote of the members of the Hawai'i Chapter.

Section 3. Annual Meeting. The annual meeting of the members of the Hawai'i Chapter shall be held in the month of December in each year, beginning in 1998 for the purpose of transacting such business as may come before the meeting. The agenda for the annual meeting shall include a report of the previous year's events and fiscal results and the proposed budget and activities for the prospective year.

Section 4. Meetings. Meetings of the members of the Hawai'i Chapter shall be held at the discretion of the Hawai'i Board at such places, dates and times as are determined by it, or when called by the Chairperson of the Hawai'i Chapter (Chairperson), or by the President or his or her designated representative.

Section 5. Notice of Meetings. Notice stating the place, day, hour and agenda of any meeting of the Hawai'i Chapter shall be delivered, either personally, by mail, e-mail, or by facsimile transmission (FAX), to each member, not less than fifteen (15) days before the date of such meeting, by or at the direction of the President or his or her designated representative, the Chairperson or the Secretary of the Hawai'i Chapter (the "Secretary"). If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Hawai'i Chapter or AJS, with

postage thereon prepaid. If e-mailed or transmitted via FAX, the notice of meeting shall be deemed delivered when the information is transmitted electronically to the member at his or her e-mail address or FAX number. The notice of meeting shall not be deemed delivered if the person attempting to transmit the notice by e-mail or FAX learns that the attempted transmission did not reach the member.

Section 6. Quorum. One-third of the members of the Hawai'i Chapter shall constitute a quorum for any meeting of the Hawai'i Chapter. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

Section 7. Voting. All decisions made at the meetings shall be decided by a majority of the members present in person or by proxy and entitled to vote, if a quorum is present, unless a different majority is required in these By-Laws.

Section 8. Proxies. At any meeting of the Hawai'i Chapter, a member entitled to vote may vote by proxy executed in writing by the member to a member who is personally present at the meeting.

Section 9. Removal. Any member may be removed for cause at any time by the Executive Committee of AJS.

#### Article IV.

#### **THE HAWAI'I BOARD**

Section 1. Purposes and Powers. Subject to AJS's chapter policies and procedures, as determined from time to time, the control and management of the affairs of the Hawai'i Chapter shall be vested in the Hawai'i Board. The Hawai'i Board shall serve in cooperation with the President or his or her designated representative and the Executive Committee. The Hawai'i Board may undertake of its own initiative any action which, in the discretion of the President or his or her designated representative, does not conflict with its charter, the Hawai'i Chapter policies and procedures, the Certificate of Incorporation or the By-Laws of AJS or these By-Laws, and which promotes the effective administration of justice and the purposes of AJS.

Section 2. Composition and Number. The President, and the Chairperson, Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer of AJS are the seven (7) ex-officio members of the Hawai'i Board, with full rights, voting and otherwise. In addition thereto, the Hawai'i Board shall have an additional thirty-one (31) members ("non-ex-officio Hawai'i Board members") selected by the Hawai'i Board from among the members of the Hawai'i Chapter nominated by the Nominating Committee.

Section 3. Term. At the first Annual Meeting of the Hawai'i Board, five (5) non-ex-officio Hawai'i Board members shall be elected for two-year terms, and five (5) non-ex-officio Hawai'i Board members shall be elected for one-year terms. Thereafter, the term of each non-ex-officio Hawai'i Board member shall be for two years until the commencement of the relevant annual meeting of the Hawai'i Board. Thereafter, the term of each non-ex-officio Hawai'i Board member shall be terminated only upon resignation of the non-ex-officio Hawai'i Board member.

Section 4. Vacancies. Any mid-term vacancy occurring on the Hawai'i Board shall be filled by the Chairperson, in consultation with the President, and the individual(s) appointed to fill such vacancy shall serve until the commencement of the next annual meeting of the Hawai'i Board.

Section 5. Annual Meeting. An annual meeting of the Hawai'i Board to transact such business as may come before the meeting, shall be held in the month of December of each year, preceding the annual meeting of the Hawai'i Chapter. At its annual meeting, the non-ex-officio members of the Hawai'i Board whose terms have not expired shall act to fill the positions of Officers and other Hawai'i Board Members who have resigned.

Section 6. Regular and Special Meetings. Regular meetings of the Hawai'i Board shall be held quarterly at such places, dates and times as are determined in advance by the President or the Chairperson. Special meetings of the Hawai'i Board shall be held whenever called by the President, the Chairperson or by a majority of the Hawai'i Board members in office.

Section 7. Notice of Meetings. Notice stating the place, date and time of any meeting of the Hawai'i Board shall be

delivered, either personally, by mail, e-mail, or by FAX, to each Hawai'i Board member entitled to vote at such meeting, not less than fifteen days before the date of such meeting, by or at the direction of the person or persons calling such meeting pursuant to Section 6 of Article V. In case of a special meeting or when required by these By-Laws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Hawai'i Board member at his or her address as it appears on the records of the Hawai'i Chapter with postage thereon prepaid. If e-mailed or transmitted via FAX, the notice of meeting shall be deemed delivered when the information is transmitted electronically to the Hawai'i Board member at his or her e-mail address or FAX number. The notice of meeting shall not be deemed delivered if the person attempting to transmit the notice by e-mail or FAX learns that the attempted transmission did not reach the Hawai'i Board member.

Section 8. Hawai'i Board Action by Unanimous Consent. Any action which may be taken at a meeting of the Hawai'i Board, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Hawai'i Board members entitled to vote with respect to the subject matter of the action, including all ex-officio members.

Section 9. Quorum. A quorum for the transaction of business at any meeting of the Hawai'i Board shall consist of a majority of the Hawai'i Board members in office.

Section 10. Voting. A majority of the Hawai'i Board members present in person and entitled to vote, if a quorum is present, shall be necessary to decide any matter before the Hawai'i Board.

Section 11. Participation in Meetings by Telephone, Videoconference or Similar Device. Any one or more of the members of the Hawai'i Board or any standing or special committee of the Hawai'i Board may participate in a meeting of the Hawai'i Board or such committee by means of a conference telephone, videoconference or similar device allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Article V.

### OFFICERS

Section 1. Election. Commencing with the first annual meeting of the Hawai'i Board, the Hawai'i Board shall elect the Officers of the Hawai'i Chapter. The election of an officer to fill an officer position vacated mid-term shall take place at any meeting of the Hawai'i Board. The election of an officer to an officer position vacant because of expiration of the term shall take place at the annual meeting of the Hawai'i Board and, if the election does not then occur, it shall occur at any subsequent meeting of the Hawai'i Board.

Section 2. Officers. The Officers of the Hawai'i Chapter shall consist of a Chairperson, a Vice-Chairperson, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, each of whom shall be members of the Hawai'i Board by virtue of their respective offices, and all of whom must be members of AJS. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Hawai'i Board.

Section 3. Term. At the first Annual Meeting of the Hawai'i Board, the Chairperson, the Secretary and the Treasurer shall be elected for two-year terms, and the Vice-Chairperson, the Assistant Secretary, and the Assistant Treasurer shall be elected for one-year terms. Thereafter, each Officer shall be elected for a two-year term. Whenever an Officer serves two consecutive two-year terms, he or she shall be ineligible for re-election for one year immediately thereafter.

Section 4. Duties.

(a) Chairperson - The Chairperson shall be the Chief Executive Officer of the Hawai'i Chapter and ex-officio member of all committees. The Chairperson shall, subject to the approval of the Hawai'i Board, appoint all committee chairs and members. The Chairperson shall be invited to attend the meetings of the Executive Committee and the Board of Directors of AJS, other than executive sessions thereof. The Chairperson shall preside over all meetings of the Hawai'i Chapter and the Hawai'i Board and perform such other duties as the office demands. The Chairperson shall also work closely with the Vice-Chairperson to keep him or her informed and knowledgeable about the administration and operation of the Hawai'i Chapter and to

develop future leadership potential. In June of each year, the Hawai'i Chairperson shall prepare an annual report to AJS describing the activities of the Hawai'i Chapter for the immediately preceding year.

(b) Vice-Chairperson - The Vice-Chairperson shall perform such duties as the Chairperson or the Hawai'i Board shall determine. In the event of absence, or disability of the Chairperson, the Vice-Chairperson shall act for the Chairperson, subject to all restrictions applicable to the Chairperson. The Vice-Chairperson shall assist the Chairperson as needed and keep informed about the Hawai'i Chapter's programs and activities, The Chairperson and the Vice-Chairperson shall serve overlapping terms.

(c) Secretary. The Secretary, with the assistance of the Assistant Secretary, shall attend all meetings of the Hawai'i Chapter membership and Hawai'i Board, and shall record the minutes of all proceedings in books to be maintained for that purpose. He or she shall give or cause to be given notice of all meetings, and shall take care of all correspondence under the supervision of the Chairperson and shall perform other duties as may be prescribed by the Hawai'i Board or the Chairperson. The Assistant Secretary shall, in the event of the Secretary's absence or inability to act, perform the duties and functions of the Secretary. The Secretary and the Assistant Secretary shall serve overlapping terms.

(d) Treasurer. The Treasurer shall direct the funds and shall keep full and accurate accounts of receipts and disbursements, present an annual report to the Hawai'i Board at the close of the fiscal year and shall deposit all moneys and other valuable effects with the Comptroller of AJS in the name and to the credit of the Hawai'i Chapter or as may be otherwise authorized by the President or the Executive Committee of AJS. The Treasurer of the Hawai'i Chapter shall authorize disbursements of the funds of the Hawai'i Chapter as may be authorized by the Chairperson and/or Hawai'i Board and shall render to the Hawai'i Board members at their regular meetings, or whenever required, an account of all his or her transactions as Treasurer and of the financial condition of the Hawai'i Chapter. The Assistant Treasurer shall, in the event of the Treasurer's absence or inability to act, perform the duties and functions of the Treasurer.

In addition, the Treasurer will present a preliminary report and budget to the Hawai'i Board prior to the end of the Hawai'i Chapter's fiscal year in the month of April. The Treasurer and the Assistant Treasurer shall serve overlapping terms.

(e) Responsibilities of All Officers - All Officers should attend meetings of the Hawai'i Chapter in addition to Hawai'i Board and other meetings as required by the Hawai'i Board. All Officers should personify the values and philosophy of AJS, further the purposes of AJS, demonstrate goodwill and inclusiveness to all, and by their actions enhance the spirit and reputation of AJS.

Section 5. Removal. Officers may be removed with cause at any time by the affirmative vote of the majority of the Hawai'i Board or may be removed with or without cause by the President or the Executive Committee of AJS.

#### Article VI.

#### **COMMITTEES**

Section 1. Authority of Committees. The Chairperson may, with the approval of the Hawai'i Board, establish such standing or special committees as the Chairperson deems necessary to properly carry on the activities and programs of the Hawai'i Chapter in support of AJS's purposes. Such committees shall perform such duties as the Hawai'i Board or the Chairperson may direct. The Chairperson shall appoint the chairpersons or co-chairpersons and members of the committees, the terms of which shall be for one year commencing and ending on the dates of the relevant annual meetings of the Hawai'i Chapter.

Section 2. Nominating Committee. There shall be a nominating committee consisting of five members of the Hawai'i Board appointed by the Chairperson in consultation with the President. Members of the Nominating Committee shall serve at the discretion of the Chairperson. A vacancy in the Nominating Committee may be filled by the Chairperson at any time. Except as provided in these By-Laws, the Nominating Committee shall submit to the Hawai'i Board, at every annual meeting, the names of persons recommended by such committee for election to fill expiring terms or vacancies as Officers and additional Hawai'i Board members.

Section 3. Committee Chairpersons. The chairperson or co-chairpersons of a committee will be responsible for the proper function of his or her committee; will abide by these By-Laws and the By-Laws and chapter policies and procedures of AJS. General responsibilities include maintaining detailed records of the committee's activities; and remaining available to assist any successor chairperson or co-chairpersons. All questions pertaining to each committee should be brought to the attention of the chairperson or co-chairpersons of such committee. Each committee chairperson or co-chairpersons should attend all regular meetings of the Hawai'i Chapter and Hawai'i Board and, if requested, report about the activities of his or her committee.

Section 4. Meetings of Committees. Meetings of committees are to take place at the call of the chairperson or co-chairpersons of the committee, the Chairperson, or the President, with adequate notice to all committee members, the Chairperson, and the President.

#### Article VII.

#### **AMENDMENTS**

These By-Laws may be amended by the Executive Committee of AJS upon its own initiation or upon the proposal by the Hawai'i Board. Any such Hawai'i Board proposal to amend these By-Laws shall be given due consideration by the Executive Committee of AJS, but the final decision to amend these By-Laws shall remain with the Executive Committee of AJS.

#### Article VIII.

#### **DUES**

The Hawai'i Board may establish such annual dues from time to time in such amounts, and with such due dates, as it may deem necessary in its discretion, subject to the approval of the President or the Executive Committee of AJS. The annual dues shall be fixed so as to cover the operational expenses of the Chapter.

Article IX.

**FUNDS, MONIES AND CONTRIBUTIONS**

Section 1. Remittances. All funds, monies, contributions and other property received, held, given to or in the custody or control of the Hawai'i Chapter are the funds and property of AJS. The net receipts of such funds shall be remitted promptly to the Treasurer of AJS, unless otherwise authorized by the President or Executive Committee of AJS.

Section 2. Bank Accounts. Should the Hawai'i Chapter be authorized by the President or the Executive Committee of AJS to establish and operate one or more separate bank accounts for the Chapter, such accounts shall be established pursuant to procedures applicable generally to AJS's bank accounts, with such authorized signatures within or outside the Hawai'i Chapter as such procedures shall permit.

Section 3. Loans. The Hawai'i Chapter shall have no right to borrow money in its name or in the name of AJS.

Section 4. Contracts. Except as determined in advance by the President or the Executive Committee of AJS, the Hawai'i Chapter shall not bind AJS in any contractual or other relationship or arrangement.

Article X.

**SUSPENSION AND REVOCATION**

The Executive Committee of AJS may suspend or revoke the charter issued to the Hawai'i Chapter, with or without cause, and vest all of its powers and functions in the President.

Article XI.

**DISSOLUTION**

Section 1. Conditions. Dissolution of the Hawai'i Chapter shall be decided on the same conditions as an amendment to these By-Laws under Article VII herein.

Section 2. Funds. In the event of the dissolution of the Hawai'i Chapter, all monies of the Hawai'i Chapter shall remain with AJS for its general purposes.

Article XII.

**DISPUTES**

In the event of a dispute within the Hawai'i Chapter, the Hawai'i Board shall attempt to resolve the issues presented. All disputes not resolved by the Hawai'i Board shall be appealable by either party to the Executive Committee of AJS, whose decision shall be final and binding on the parties.