

The By-Laws
of the
Engineering Alumni Association of the
University of Hawaii

Revised
2013-07-15

EAAUH
2540 Dole Street
Honolulu, HI 96822

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ARTICLE I: NAME

The name of the corporation is Engineering Alumni Association of the University of Hawaii, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE

The principal office of the corporation shall be at 2540 Dole Street, Honolulu, Hawaii 96822. The Board of Directors may, from time to time, relocate its principal office within the City and County of Honolulu, State of Hawaii.

ARTICLE III: PURPOSES

The purposes of the corporation are established by its Articles of Incorporation. In furtherance of these purposes, the corporation shall assist the College of Engineering, University of Hawaii at Manoa, hereinafter referred to as the "College", in attaining its objectives by sponsoring, funding, and assisting the College's educational and research and development programs; by providing paid or volunteer aides and staff assistants; and by conducting or assisting with any of the College's projects or programs under the general supervision of the Dean of the College, hereinafter referred to as the "Dean".

The corporation shall also promote and foster better understanding and relationship between the College's faculty, students, alumni, and the University of Hawaii Alumni Association; and to promote fellowship among the College's alumni through professional, social, and other functions.

ARTICLE IV: MEMBERSHIP

Section 1: Qualification

All persons interested in supporting the College are eligible to become members of the Corporation and may do so upon payment of the membership dues.

Section 2: Membership Categories

Membership is open to anyone who wishes to support the College. There are three general categories of membership:

- 1) Active
- 2) Life
- 3) Associate

Active membership shall be granted to persons holding degrees from, who are former students of, and friends of the University of Hawaii System.

Life membership, in addition to meeting the requirements of being an active member, shall be granted to those persons who have made the appropriate life membership payment.

Associate memberships shall be granted to all new graduates of University of Hawaii System. Graduates will be eligible for a one-year Associate Membership in the Association.

Each category of membership shall be composed of two subcategories. Persons that have attended or graduated from the College shall have their membership further identified as Alumnus. All others shall be further identified as Affiliate.

Section 3: Tenure of Membership

Active members shall maintain their membership by being current in their dues. Life members shall be members for life and shall not be assessed any additional dues after making the Lifetime payment.

Any person who shows an active interest in the affairs of the University of Hawaii System or this Association by making a donation to the Association of an amount equal to or greater than the Association's annual dues shall be eligible for active membership.

Section 4: Denial of Membership/Expulsion of Member

Any applicant may be denied membership in the Corporation and a current member may be expelled from the Corporation by a majority vote of the Board or by a majority vote of the members present at any General Membership meeting.

ARTICLE V: BOARD OF DIRECTORS AND OFFICERS

Section 1: Powers and Duties of the Board of Directors

The general management and control of the Corporation shall be vested in its Board. The Board shall consist of a minimum of 20 board members, with the option to add when deemed necessary. Board participation requirements include attending a minimum of two Board meetings per calendar year. Failure to meet the minimum without cause shall result in reconsideration by the Nominating Committee. The Board shall have full power to act on behalf of the Corporation to the fullest extent permitted by the laws of the State of Hawaii, the Articles of Incorporation, and the By-Laws, as amended from time to time. Assets of the Corporation shall be managed so as to preserve the tax exempt status of the corporation.

Section 2: Positions and Terms of Office

The Nominating Committee consists of the following members: Chairman of the Board, Dean of College, President (to serve on initial nominating committee), and Past President (Chairperson of Nominating Committee). Additional members shall be appointed by the Chairman.

The Board shall consist of the following 10 automatic seats: four (4) Officers elected by the Board of Directors (President, VP, Secretary, Treasurer); Immediate Past President; Dean of College (non-voting); two ex-officio College staff appointed by the Dean (non-voting); and two members of the Dean's Council (discretion of the Dean).

The Nominating Committee nominates not more than 10 new Directors per year to the Board for approval. New Directors may be nominated at any time by a member of the Board of Directors for review by the Nominating Committee.

The Board Chairman and two Vice Chairmen are selected by the voting members of the Board. The same person may not simultaneously hold more than one position on the Board.

Board shall have a minimum of 10 active directors at all times. Preference shall be given to nominees that fill the following categories: construction industry, civil, mechanical, electrical, structural, geotechnical, Federal government, State government, City government, utility industry, alternate energy, land surveying, environmental, high technology (2 seats), young engineer 35 and under (2 seats), student engineer, and at-large (remaining seats).

Selection criteria also includes representation by all age groups, gender, engineering disciplines, and public/private sector. Selection preference will be given to nominees that help the organization involve all of the above demographics.

All members of the Board shall be Members of the Corporation and shall serve without compensation. Any vacancies shall be filled by a majority vote of the Board, and the appointee(s) shall serve until the next scheduled election for that position

The term of office for the four Officers and Immediate Past President shall be an annual term commencing July 1st of the year of election and ending June 30th of the succeeding year.

Section 3: Chairman of the Board

The Chairman shall preside over all Board meetings and shall provide continual and overall leadership for the Board to initiate policies and programs to be approved by the Board to ensure that the purposes of the Corporation are achieved.

Section 4: Election of Directors

Elections of the Board of Directors shall be conducted at the Annual General Membership meeting. The position of past president is not subject to election and will be filled by the outgoing president. The Nominating Committee shall nominate at least one person for each vacancy. At the Annual General Membership meeting, additional nominations may be made from the floor.

The election shall be by secret ballot. The nominees garnering the majority of the votes cast at the meeting shall be elected, regardless of the number of candidates and votes cast. If there is only one nominee for each vacancy, a voice vote may be taken.

Section 5: Resignation and Removal from Office

Any member of the Board may resign at any time by giving written notification to the President. Such resignation shall take effect as specified in the written notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any member of the Board may be removed from office by an affirmative vote of two-thirds (2/3) of the remaining members of the Board or by any affirmative vote of two-thirds (2/3) of the members present at any General Membership meeting. Such member shall be entitled to at least five (5) calendar days written notice of the meeting at which such removal is to be voted on, and shall be afforded an opportunity to appear before, and be heard, at such meeting.

Vacant positions shall be considered by the Nominating Committee.

Section 6: President

The President shall implement all policies and programs approved by the Board and shall provide continual and overall leadership to ensure that the purposes of the Corporation are achieved. The President shall be the chief executive officer of the Corporation, and shall have general charge and supervision of its activities.

The President shall appoint all committee chairpersons. Standing committees shall include, but not be limited to:

- 1) Membership Committee
- 2) Fund Drive Committee

At the discretion of the Board, the chairpersons and members of these and any such committees may or may not be members of the Board, except as stated below. Membership in the Corporation is a prerequisite for membership on any committee of the Corporation.

Section 7: Vice President

The Vice President shall act for the President during his absence or refusal to act, and, when so doing, shall have all appropriate authority thereof. The Vice President shall also plan and chair the General Membership meeting(s).

Section 8: Secretary

The Secretary shall handle and maintain a record of all transactions and correspondences. The Secretary shall keep and distribute the minutes of the Corporation meetings and maintain an active file of all members' addresses and other pertinent information.

The Secretary shall be responsible for notifying the Board and the membership of the Corporation of the next Board meeting and the next General Membership meeting in accordance with Article VI, Section 1 and Section 2, respectively, below.

Section 9: Treasurer

The Treasurer shall be the chief financial officer of the corporation and shall be responsible for and exercise general supervision and control over the receipt, custody, recording, and disbursement of corporation funds in accordance with these By-Laws. The Treasurer shall keep appropriate books and report on the finances of the Corporation at each meeting and shall also be responsible for all correspondences related to the finances of the corporation.

The Treasurer shall audit, with the incoming Treasurer, the books and finances of the corporation General Account to ensure proper maintenance of funds.

The Treasurer shall be responsible for coordinating with, and providing oversight over, the accounting/bookkeeping company or companies engaged by the Corporation to maintain and review the books and records of the Corporation Discretionary Account. Such books and records shall include all books and records which may now or hereafter be required by the Internal Revenue Service, the State of Hawaii, or other agencies of the State of Hawaii or the United States.

Section 10: Past President

The Past President shall serve as advisor to the Board and shall serve as the Chairperson of the Nominating Committee, unless replaced by majority vote of the Board.

Section 11: Directors

The Directors shall set policy of the Corporation and approve all programs for the Officers to carry out the purposes of the Corporation, and shall provide guidance and continuity in the operation of the Corporation.

Section 12: University of Hawaii Alumni Association Representative

The University of Hawaii Alumni Association Representative shall represent the Corporation at all meetings of the University of Hawaii Alumni Association and shall serve as liaison between the Corporation and the University of Hawaii Alumni Association.

Section 13: Liability of Officers and Directors

The Officers and Directors shall be free from all personal liability for any acts done on behalf of the Corporation or for any loss incurred or sustained by the Corporation unless the same shall have occurred through the willful neglect or defaults or through gross carelessness.

ARTICLE VI: MEETINGS AND VOTING

Section 1: Board of Directors Meetings

The Board shall meet regularly at the direction of the Chairman of the Board; in no event shall the Board meet less frequently than once quarterly. The Board meetings shall be open to any and all members of the Corporation. Scheduling information regarding the next Board meeting shall be available from the College at least two calendar weeks prior to the date of such meeting.

Section 2: General Membership Meeting

An Annual General Membership meeting shall be held for the election and installation of members of the Board, as required, and for any other such business as the Board may deem necessary or that may properly come before the meeting. The annual meeting shall be held prior to the end of June.

Special General Membership meetings may be called at the discretion of the Board, or upon written request of not less than one fourth of the membership of the Corporation.

Written notice of each General Membership meeting, stating the date, time, and place of the meeting shall be given to each member of the Corporation personally or by mail, postage prepaid, not less than ten (10) days before the meeting, to each member's address as recorded in the Corporation's Membership Roll. Any member's failure to receive notice thereof shall not invalidate a meeting or any action duly taken at the meeting.

Section 3: Meetings by Electronic Conference

Any and all members of the Board may participate in any Board meeting by electronic means, such as telephone conference, audio/video conference, or any other similar telecommunications technology. Members of the Board participating by such means shall be deemed to be present in person at the meeting. Should all members of the Board participate by such electronic means notice of the electronic meeting shall be made available as stated in Section 1 above.

Section 4: Quorum

For both the Board and General Membership meetings, those members present at a meeting when it is called to order shall constitute a quorum.

Section 5: Voting

Voting at all meetings shall be in person, or for Board meetings, electronically as may be appropriate, as described in Section 3 above, with each eligible member present being entitled to one vote. Unless a higher percentage is elsewhere prescribed, action may be taken upon the affirmative vote of a majority of the members present at a meeting. The general membership of the Corporation, including Active, Life and Associate members, shall have full voting privileges at General Membership meetings and at any other appropriate occasions. General membership participation at Board meetings shall be limited to observance and testimony. Voting privileges at Board of Directors meetings shall be reserved for members of the Board, including the Dean. All members of the Corporation shall abstain from voting on any and all issues before the Corporation for which the member has a direct or construed conflict of interest.

ARTICLE VII: DUES AND ACCOUNTS

All monies or other assets received by the corporation shall be deposited in or credited to one of the following accounts. All expenditures incurred by the Corporation shall be charged to and paid out of such accounts in the manner set forth below:

Section 1: Corporation Dues

The amount and duration of the Corporation dues shall be established by the Board.

Section 2: General Account

The dues and receivables other than monies raised through fund raising activities or gifts specifically earmarked for the College, shall be deposited in or credited to the Corporation General Account. The general administrative expenses of the corporation and all expenses incurred in providing services to the members of the Corporation shall be charges against and paid out of this account.

Section 3: Discretionary Account

All monies received from and all receivables generated by the Corporation's and College's fund raising activities shall be deposited in or credited to the Corporation Discretionary Account. All expenses incurred by such operations shall be charged against and paid out of this account. Gifts made to the Corporation with the intent of directly supporting the College shall also be deposited in or credited to this account.

Funds in the Discretionary Account shall be available to the College for the benefit of and the improvement of the College. The Dean shall summarize the disbursements from the Discretionary Account for the preceding year to the members at the Annual General Membership meeting.

By mutual agreement between the Corporation and College, the Corporation Discretionary Account shall consist of a single account or multiple separate accounts, each earmarked for a specific type of disbursement and/or entity, e.g. department. This mutual agreement shall be documented in the written policy described in Article VIII, Section 2, Disbursement of Discretionary Account Funds.

Section 4: Special Fund Raising Activities

The Board may at any time authorize special fund raising activities for the benefit of the Corporation General and/or Discretionary Accounts.

Section 5: Monies of the Corporation

All monies of the Corporation shall be deposited in a federally insured Hawaii bank, savings and loan, or finance company as may be selected by the Board.

The Board shall have the right to invest and reinvest all or any portion of the assets of the Corporation according to its judgment, without restriction, provided such transaction is not prohibited and/or would not result in the denial of the tax exempt status of the Corporation, by the Internal Revenue Code and its regulations as they now exist or as they may be amended.

The Board may from time to time appoint one or more investment managers, and may delegate to such investment manager such authority to invest, manage, acquire, dispose of, and reinvest such part or all of the assets of the Corporation, as the Board shall from time to time determine.

Section 6: Loans

No indebtedness for borrowed money shall be contracted on behalf of the Corporation.

Section 7: Execution of Documents

The Board may authorize any member(s) of the Board to sign checks or draft~ on the monies of the Corporation and to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no member of the Corporation shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 8: Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30, or as otherwise determined by the Board.

Section 9: Review of Books and Records – Discretionary Account

The Board shall arrange for an annual review of the books and records of the Discretionary Account by a certified public accounting firm. The review shall be completed within one month of the end of the fiscal year.

ARTICLE VIII: DISBURSEMENT OF FUNDS

Disbursement of funds from the Corporation General and Discretionary Accounts shall be consistent with the intent and purposes of the corporation and College. No disbursements of Corporation funds shall be made contrary to the preceding provision, or for the individual benefit of any member of the Board or any member of the Corporation, except for reasonable payment for services actually rendered.

Section 1: Disbursement of General Account Funds

Disbursement of funds from the Corporation General Account shall be consistent with the intent and purposes of the Corporation.

Section 2: Disbursement of Discretionary Account Funds

Disbursement of funds from the Corporation Discretionary Account shall be in accordance with and governed by a written policy mutually agreed to and signed by representatives of the Corporation and College. The Board shall be empowered to designate these representatives of the Corporation, by majority vote.

As may be necessary, from time to time, this written policy may be revised by mutual agreement of the Corporation and College.

ARTICLE IX: POLICIES AND PROCEDURES

Section 1: Policies

As may be appropriate, it shall be the policy of the Corporation to hire employees on the basis of merit and not on the basis of relationship to members of the Corporation. No member of the Board or any employee of the corporation shall take any official action directly affecting:

- 1) a business or other undertaking in which the person has a financial interest; or
- 2) a private undertaking in which the person is engaged as legal counsel, advisor, consultant, representative, or in any other capacity.

Section 2: Inspection of Corporation Documents

The Corporation's books of account, minutes of meetings, Articles of Incorporation, and these By-Laws shall be open for inspection, and, upon written request, shall be exhibited to any member during normal business hours of the College.

ARTICLE X: AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by a two-thirds (2/3) vote by the Board of Directors.

ARTICLE XI: MISCELLANEOUS

Section 1: Prohibited Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the By-Laws or Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation:

- a) exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- b) contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII: DISSOLUTION

In case of dissolution of the Corporation, all remaining Corporation funds shall be turned over to any successor organization to the Corporation, as may be the case. In the absence of a successor organization, the Corporation funds shall be turned over to the University of Hawaii Foundation for distribution to the College.

ARTICLE XIII: INDEMNIFICATION

Section 1: Suits by other than Corporation

The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative or investigative action, suit or proceeding (other than action by or in the right of the Corporation), by reason of the fact that such person is or was a member of the Board or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust, or other enterprise, against expenses, attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2: Suits by Corporation

The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation by reason of the fact that such person is or was a member of the Board or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, against expenses and attorneys' fees actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person is judged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.

Section 3: Indemnification of Expenses

To the extent that a person seeking indemnification under Section 1 or 2 of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, the Corporation shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.

Section 4: Authorization of Indemnification

The Corporation shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnification of such person is proper because such person meets the applicable standards of conduct set forth in Section 1 or 2 of this Article. Such determination may be made:

- a) by a majority vote of a quorum of the Board who were not parties to such action, suit or proceeding, or
- b) if such quorum is not obtainable, or if a quorum of disinterested members of the Board so directs, by independent legal counsel in a written opinion to the Corporation, or
- c) by the members of the Corporation, or
- d) by the court in which such action, suit or proceeding was pending, upon application made by the Corporation or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the Corporation.

Section 5: Advanced Payments

The Board may authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under Section 1 or 2 of this Article, provided that such person delivers a written undertaking to repay such amount if it is ultimately determined that such person is not entitled to be indemnified under this Article.

Section 6: Nonexclusivity of Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any by-law, agreement, vote of members of the Corporation or vote of disinterested members of the Board, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue until such person ceases to be a member of the Board and shall inure to the benefit of such person's heirs, executors, and administrators.

Section 7: Insurance

The Corporation may purchase and maintain insurance on behalf of any person described in Section 1 or Section 2 of this Article against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Article.

The undersigned, being the members of the Board of Directors of the Corporation, have adopted the foregoing as the By-Laws of the corporation this ____ day of _____, 2013, at Honolulu, Hawaii.

Ron Ho
Chair

Glenn Nohara
President

Dayna Nemoto
Vice President

Keith Uemura
Treasurer

Neal Miyake
Secretary

Kyle Yukumoto
Past President

Robert Akinaka
Director

Peter Crouch
Director

Matthew Fujioka
Director

Ken Hayashida
Director

John Katahira
Director

Diane Kodama
Director

Michael Magaoay
Director

Derek Mukai
Director

Martin Nakasone
Director

Ross Okuda
Director

Anthony Paresa
Director

Wayne Shiroma
Director

Reid Shizumura
Director

Jonathan Suzuki
Director

Dennis Toba
Director

Edward Yoshimura
Director

Russell Young
Director