

HSGA BYLAWS

Approved as Amended, 10/00

ARTICLE I **PURPOSES; NON PROFIT CHARACTER**

SECTION 1.1 Purposes. The purposes of Hawaiian Steel Guitar Association Inc., hereinafter referred to as the "HSGA" shall be as specifically set forth in Article IV of the Articles of Incorporation.

SECTION 1.2 Non Profit Character. The HSGA shall be a non profit corporation. The HSGA shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or earnings which may be derived from its operations, in pursuance of the purposes of the HSGA, shall be distributed to or inure to the benefit of any director or officer of the HSGA, or any private individual, but shall be used to promote the purposes of the HSGA.

ARTICLE II **PRINCIPAL OFFICE; PLACE OF MEETINGS; SEAL**

SECTION 2.1 Principal Office. The principal office of the HSGA shall be maintained within the State of Hawai'i, or in whatever city and country the elected president resides and/or chooses, and the HSGA may have such offices in other parts of the world, as the Board of Directors shall determine.

SECTION 2.2. Place of Meetings. All meetings of the Board of Directors shall be held by international telephone conference call so long as all Directors present at the meeting can hear and be heard, and all attending Directors shall be deemed to be present in person at the meeting. The Board of Directors may choose to meet in person during an HSGA convention if so agreed at a previous meeting.

SECTION 2.3 Seal. The HSGA may have a corporate seal as the Board of Directors shall determine.

ARTICLE III - MEMBERSHIP

SECTION 3. 1 - Membership

Honorary Lifetime membership for a member may be determined by the Board of Directors.

SECTION 3.2 - Annual Meeting of the Membership

The Membership of the HSGA shall meet at least once each year. Date, site and time shall be determined by the Board of Directors. Members will be notified at least thirty (30) days in advance. A report in writing and a financial statement by a qualified accountant shall be presented at each Annual meeting covering the activities of the HSGA during the preceding accounting year.

SECTION 3.3 - Special Meetings of the Membership

Special meetings of the Membership may be called by the President at any time and are required to be called upon the written request of no less than ten (10) percent of the Membership.

SECTION 3.4 - Quorum and Voting at Meetings of the Membership

Twenty-five percent (25%) of the voting members represented either in person or by written proxy shall constitute a quorum for the transaction of business at a meeting of the Membership. Each Member whose dues are paid current for that Membership Year is deemed a Member-in-Good Standing and shall be entitled to cast one (1) vote on each matter submitted to a vote of the Members. An Honorary Life Member shall have the right to one (1) vote. A Member may vote in

person or by written proxy and, a quorum being present, all matters brought to a vote shall be decided by the vote of the majority of the Members voting.

ARTICLE IV -HSGA IDENTIFICATION SYMBOL

The official symbol (logo) of the HSGA shall be a stylized compass designating the four primary directions (N-E-S-W) with points to indicate the major half-quarters. Within the circle of the compass shall be five (5) staff lines. Rampant to the left, overlaying the lines, shall be two palm trees. Directly to the right of these, in the spaces between the lines shall be printed "Hawaiian", "Steel", "Guitar", "Association". The bottom half of the circle of the compass shall portray a guitar with two (2) eighth notes below the fingerboard to the left, and two eighth notes above the flare of the sound box to the right.

ARTICLE V - BOARD OF DIRECTORS

SECTION 5.1 - General Powers. The Board of Directors shall manage the property and business of the HSGA and shall have and may exercise all of the powers of the HSGA. The Board may also choose to designate, with permission of the designee, members for such official positions as Corresponding Secretary and Membership Chairperson.

SECTION 5.2 - Number of Directors. The Board of Directors will consist of not less than seven (7) **and not more than nine (9)** including the President, Vice President, Secretary and Treasurer, as determined by the Nominating committee and **elected by mail-in ballot prior to fiscal year end and presented to membership at Annual Meeting.**

SECTION 5.3 - Term of Office of Directors. The term of office of the elected members of the Board of Directors shall be two (2) years from the date of election or until a successor has been duly chosen. Elected directors may serve no more than three consecutive terms. For the **election** the nominating committee shall submit the names of candidates to fill these programmed vacancies and any unfilled permanent vacancies for the unexpired portion of the term of the vacating director.

SECTION 5.4 - Immediate Past President. **The outgoing President may sit on the Board of Directors as "Immediate Past President" and a non-voting member for two years, at the option of the incoming Board, and may be newly nominated for election to the Board, at any time after the end of the second year.**

SECTION 5.5 - Directors Emeritus. Upon recommendation of the Board of Directors, and approval of the membership at a general meeting, a retiring director may be elected Director Emeritus for life with all privileges except voting.

SECTION 5.6 - Election of Directors. The elected Director may be chosen from the ballot offered by the Nominating Committee by the vote of a majority of the Members of the HSGA voting **by mail-in ballot prior to the end of the Membership Year.** Directors shall be Members of the HSGA.

SECTION 5.7 - Nominations by Members. Nominations for the Board of Directors shall be made. with the permission of the nominee. Such willing nominee shall be placed in nomination in space provided on the **Mail-In** Ballot. Only a Member-in-Good-Standing may make such a nomination.

SECTION 5.8 - Resignation of Directors. Any Director may resign at any time by giving written notice to the President or the Secretary of the HSGA to be voted on at the next following meeting of the Board of Directors.

SECTION 5.9 - Permanent Vacancies. If any permanent vacancy shall occur in the Board of Directors through death, resignation, disqualification, removal or other cause other than temporary absence, illness or disability, the remaining directors, by the affirmative vote of a majority of all remaining members of the Board of Directors, may **appoint** a successor director to hold office for

the unexpired portion of the term of the director whose place shall be vacant, **and may stand for election in the normal manner.**

SECTION 5.10 - Removals: Withdrawal: Admission. Any director may be advised and removed as a director of the HSGA, with cause, by the affirmative vote of two-thirds (2/3) of all directors at the time of such vote (which shall not include any director whose removal is the subject of such vote). Any director may withdraw from the HSGA at any time upon giving prior written notice to the Secretary. Additional directors may be elected or appointed as set forth in these Bylaws.

SECTION 5.11 - Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at least four (4) times a year. Notice of the time and place of all meetings of the Board shall be given in writing **by the President or the Secretary-Treasurer at the President's request** to all members of the Board at least thirty (30) days in advance of such meeting.

SECTION 5.12 - Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) directors. A minimum of five days notice of any special meeting shall be given to all Directors by telephone or fax, or e-mail. **A quorum is required.**

SECTION 5.13 - Quorum. At all meetings of the Board of Directors fifty percent (50%) plus one (1) of the total of Board members, shall constitute a quorum to transact all business. Provided a quorum is present, either in person or by means of a telephone conference at which all directors can hear each other simultaneously, **any act of business must receive the approval of the majority of Directors present** in order to be valid.

SECTION 5.14 - Proxies. Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any committees, boards or bodies created by the Board of Directors.

SECTION 5.15 - Gifts and Contributions. The Board of Directors may accept on behalf of the HSGA any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the HSGA. **Contributions over \$10 (ten dollars) shall be acknowledged in the HSGA Quarterly and receipts issued to donors.**

ARTICLE VI – OFFICERS

SECTION 6.1 - Election of Officers. **At their first Board meeting following election, the Directors will elect their Officers from among themselves. At least three (3) positions must be filled in order to maintain status as a corporation: President, Vice President, Secretary-Treasurer (which may be separately elected).**

SECTION 6.5 - Duties of Officers. The duties of the Officers shall be as follows:

SECTION 6.5(a). President - The President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board of Directors at his/her discretion. Subject to the direction and control of the Board of Directors, the President shall:

- (1) be in personal charge of the principal office of the HSGA;
- (2) have the general management, supervision and control of all of the property, business and affairs of the HSGA, and exercise such other powers as the Board of Directors may from time to time confer upon him/her; and
- (3) subject to approval of the Board of Directors, appoint volunteer chairpersons for specified assignments, and generally control the engagement, governing and discharge of any hired assistants, and fix their duties and compensation.
- (4) have signature authorization on any and all bank or savings accounts of the Association, and where required be co-signator along with the Treasurer of any financial or legal documents of the Association.
- (5) have a voting seat on all Committees, at his or her discretion. He shall at all times keep the Board of Directors fully advised as to all of the Association's business.

SECTION 6.5(b). Vice-President - The Vice President shall perform all of the duties and exercise all of the powers of the President provided by these Bylaws or otherwise during the absence or disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him/her by the Board of Directors or the President.

SECTION 6.5(c). Secretary - The Secretary shall attend all meetings of the Board of Directors, and shall record the proceedings thereof in the minute book of the Association. He or she shall give notice, in conformity with these Bylaws, of meetings, where required, of the Board of Directors. In the absence of the President and the Vice President, he or she shall have power to call such meetings and shall preside thereat until a President Pro Tempore shall be chosen. The Secretary shall perform all other duties incident to his or her office or which may be assigned by the Board of Directors or the President.

SECTION 6.5(d). Treasurer - The Treasurer shall have custody of all of the funds, notes, bonds and other evidences of property of the Association. He or she shall deposit or cause to be deposited in the name of the HSGA all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board of Directors. The Treasurer, or at his/her designation, the President, shall make disbursements as the regular course of the business of the HSGA may require or the Board of Directors may order. He or she shall perform all other duties incident to his or her office or which may be assigned by the President of the Board of Directors.

SECTION 6.5(e) Absence of Officers - In the absence or disability of the President, Vice President, (other than calling meetings of the Board of Directors), Secretary, and/or Treasurer, the duties of these offices shall be performed by such persons as may be designated for such purpose by the Board of Directors.

SECTION 6.6 Compensation. The Board of Directors shall have the authority to fix the compensation, if any, of agents and employees.

ARTICLE VII - COMMITTEES

SECTION 7.1 - Board Committees

These shall be the committees whose chairmen shall be selected from among the members of the Board.

Section 7.1(a). Nominating Committee - The Chairperson of the Nominating Committee shall be a member of the Board of Directors, not eligible for election in that year. The Chairperson shall have the authority to select, not less than three (3) nor more than five (5) Members in Good Standing to the Nominating Committee. Under the supervision of the Chairperson, the Nominating Committee shall select Directors (with their permission) to be elected to fill vacancies produced by term expiration or resignation of a Board Member in term. The Chairperson shall present the Nominating Committee slate of officers in writing to the Board of Directors for approval, no later than **six (6) months** prior to date on which General Elections are to take place **in order that the offered slate and mail-in ballot may be published in the Winter Quarterly magazine issue.** In their selection, the Nominating Committee shall adhere to Article V, Section 5.2 of these Bylaws.

Section 7.1(b). Finance Committee - **If the Directors so choose, a Finance Committee may be appointed.** Said Committee shall be chaired by the HSGA Treasurer, who has the authority to appoint not less than two (2) nor more than four (4) Members in Good Standing to serve for such purposes as deemed necessary by the Board of Directors,

Section 7.1(c) Other Committees -The President shall have the authority to appoint, with Board approval other committees to serve HSGA for specific purposes such as, Educational Outreach, Special Event Planning, Student Scholarship, Promotion & Public Relations.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the HSGA shall be July 1 through June 30 of the following year, and may be amended by the Board without vote .of the General Membership.

ARTICLE IX - AUDIT

The fiscal affairs of the HSGA for each accounting year may be audited by a qualified accountant upon request of the Board of Directors. Such person mayor may not be a Member of the HSGA, and appointment is subject to approval by the Board of Directors.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the HSGA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with special rules which the HSGA may adopt.

ARTICLE XI - AMENDMENTS

The majority of the board of directors voting at an official meeting, shall have the power to add to, amend, or repeal the by-laws of the HSGA provided that such addition, alteration, amendment, or repeal is communicated to the membership through the official HSGA publication, and also in writing at the annual meeting of the membership.

ARTICLE XII - LIMITATIONS

No substantial part of the activities of the HSGA shall involve attempts to influence legislation, and the HSGA shall not participate in any way in political campaigns on behalf of any candidate for public office.

ARTICLE XIII - CORPORATION RECORDS

SECTION 1 - Books and Records - The HSGA shall keep correct and complete books and records of account of the HSGA and minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board of Directors, and shall keep at its registered office or principal office a record of the names and addresses of the Directors. All books and records of the HSGA may be inspected, upon written demand, by any director or director's agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing upon the President, the Secretary or any other officer designated by the Board of Directors.

SECTION 2 - Inspection of Bylaws - The HSGA shall keep in its principal office for the transaction of business a copy of the HSGA Bylaws as amended or otherwise altered to date, which shall be open to inspection by the Directors at all reasonable times during HSGA office hours. **A copy of currently approved Bylaws shall be mailed to each Board member.**

DISSOLUTION

In the event of the dissolution of the HSGA, the residual assets will be turned over to an organization which is itself exempt under Section 501(c)(3) of the Internal Revenue Code, and none of its assets shall be distributed to or inure to the benefit of any private individual, **such organization to be determined by a majority vote of the Board of Directors.**

CERTIFICATE OF SECRETARY

I certify that:

1. I am the duly elected Secretary of the HAWAIIAN STEEL GUITAR ASSOCIATION.
2. The attached Bylaws are the Bylaws of HAWAIIAN STEEL GUITAR ASSOCIATION, INC. adopted by Unanimous Written Consent of the Board of Directors effective as of December 1996 amended on January 29, 2000; approved by HSGA members on October 6, 2000.

ARTICLE XI AMENDED AND APPROVED BY HSGA MEMBERS ON OCTOBER 12, 2007

Dated _____

President

Secretary