

BYLAWS OF THE
MILITARY INTELLIGENCE SERVICE
VETERANS EDUCATION SOCIETY OF HAWAII

ARTICLE I - NAME AND PURPOSE

Section 1. Name. The name of this organization shall be Military Intelligence Service Veterans Education Society of Hawaii, hereinafter referred to as the Society. Its address will be P. O. Box 3021, Honolulu, Hawaii 96802.

Section 2. Purpose. The Society is organized and shall be administered and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code by:

- (a) Sponsoring scholarships for educational and research opportunities related to preserving the history and achievements of the Military Intelligence Service (MIS) Nisei veterans of World War II;
- (b) Supporting and participating in commemorative activities that educate the community about the legacy of MIS Nisei and military intelligence veterans; and
- (c) Establishing partnerships with other organizations and institutions in furtherance of the Society's charitable and educational purposes.

Section 3. Status. The Society is an unincorporated, nonprofit association that is established under Chapter 429, Hawaii Revised Statutes, and pertinent Hawaii tax laws; has a registered trade name with the Hawaii Department of Commerce and Consumer Affairs; and is a domestic nonprofit organization registered with the Hawaii Department of the Attorney General.

ARTICLE II - MEMBERSHIP

Section 1. Membership. Membership shall be granted, upon approval by the Society's Board of Directors, to any applicant who supports the mission and activities of the Society, who subscribes to its bylaws, and who pays the annual dues on a timely basis. There shall be no membership classes except as provided for in Article II, Section 4.

Section 2. Dues. Dues shall be assessed for all members. The Board will set the amount of dues no later than October of each year. Members will be notified of the dues changes by December 1 of that year and the changes will take effect on January 1 of the following year. If the Board takes no action, dues shall remain unchanged. A member shall be considered in good standing, as soon as annual dues are received by the Society, for a period of twelve (12) months.

Section 3. Benefits. Members are entitled to attend all Society activities and functions and have all benefits as may be determined by the Board.

Section 4. Honorary Members. The Board may grant an honorary membership to any individual whose service to the Society is deemed meritorious or otherwise judged to have advanced the mission and goals of the Society and its members. An honorary member will not be required to pay dues and will not have voting privileges.

Section 5. Record of Membership. The Society shall maintain a record showing those persons who have been accepted as members of the Society and are members in good standing.

Section 6. Suspension or Termination of Membership.

(a) The Board of Directors may suspend or terminate the membership of any member who is delinquent in the payment of annual dues or other financial obligations to the Society for more than one year. The Board may also suspend or terminate the membership of a member whose conduct is deemed by the Board to be detrimental to the purposes and/or other members of the Society. Any member whose membership is subject to suspension or termination for reason other than failure to pay annual dues or other financial obligations to the Society shall be entitled to notice and hearing before final action by the Board.

(b) The Board may reinstate any member whose membership has been suspended or terminated by reason of the failure to pay dues or financial obligations to the Society upon such member paying in full all amounts due and owing. The reinstatement of a member whose membership has been suspended or terminated by reason of detrimental conduct shall be at the discretion of the Board.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the members shall be held at such suitable place as may be designated by the Board.

Section 2. Annual Meetings. There shall be an annual meeting of the Society, which shall be held on such day during the months of September, October, or November of each calendar year as the Board shall designate or, if the Board shall not have designated such day by the end of October, the President shall designate the date of the annual meeting for that year. At the annual meeting, the members shall elect the Board of Directors to serve for the ensuing year and shall transact such other businesses as may be properly brought before the meeting.

Section 3. Special Meetings. Special meetings may be called by the President or by the Board of Directors or upon written request signed by at least 25 members. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. Notice in writing of an annual or special meeting shall be given by the Society not less than ten (10) days but not more than fifty (50) days before the day set for such meeting. Such notice shall be given to each member by mail or email. The failure of any member to receive notice of meeting shall in no way invalidate the meeting or any proceedings thereat.

Section 5. Quorum. Except as otherwise provided by statute or these Bylaws, at any meeting of the membership the presence of twenty (20) members in good standing shall constitute a quorum. Presence by proxy or voting by proxy shall not be permitted.

Section 6. Voting. At every meeting of the members, each member present shall have the right to cast one vote on each question. The vote of the “majority of the members” (as said term is hereinafter defined) shall decide any question brought before such meeting unless the question is one upon which, by law or these Bylaws, a different vote is required, in which case, such express provision shall govern and control. The term “majority of the members” as used in these Bylaws shall mean more than fifty percent (50%) of the members present at any annual or special meeting of the Society and entitled to vote, and any specified fraction of the number of members shall mean such specified fraction of the members present at any annual or special meeting and entitled to vote.

Section 7. Electronic Meetings. At the discretion of the Board of Directors, and if electronic technology is available at the meeting venue, the Directors may allow members who are not present in person to participate by means of audio conference call, Internet video communication, or other technology that provides simultaneous aural communication. Directors may establish special rules of order regarding the conduct of electronic meetings.

Section 8. Adjournment. Any meeting of the membership, whether annual or special, may be adjourned whether a quorum is present or not without notice other than the announcement at the meeting. Such adjournment shall be determined by the majority of the membership present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number and Election. There shall be a Board of Directors consisting of the following persons, each of whom shall be a member in good standing of the Society: (a) President, (b) Vice President, (c) Secretary, (d) Treasurer, and (e) five (5) Directors elected by the membership at the annual meeting. The number of Directors to be elected shall continue until changed by vote of the majority of the members at any annual or special meeting.

Section 2. Term of Office. At the annual meeting of the Society, all Directors shall be elected for a term of one (1) year. Directors may be reelected to serve in the same or different offices up to a limit of five (5) consecutive terms.

Section 3. Vacancies. Any vacancy on the Board arising from death, resignation, or other cause of an officer or director may be filled by a majority vote of the Directors present at any meeting, although less than a quorum, for the unexpired term of such vacancy. A vacancy or vacancies in the membership of the Board shall not affect the validity of any action of the Board if there is a proper quorum present at the meeting.

Section 4. Removal of Directors. At any annual or special meeting of the members, any one or more of the Directors may be removed with or without cause by a vote of two-thirds (2/3) of the members. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at such meeting.

Section 5. Compensation. No compensation shall be paid to Directors for their services as Directors. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties as Directors.

Section 6. Regular Meetings. The Board, by majority vote, may establish regular meetings or call any meetings which shall be held at such places and at such times as it may by vote determine, and when any such meeting or meetings shall be so determined, no further notice shall be required.

Section 7. Special Meetings. Special meetings of the Board may be called at any time by the President or by any two of the Directors.

Section 8. Notice of Meeting. Notice of each meeting shall be given to each Director by the Secretary or President, not less than two (2) days before the date set for such meeting. Such notice may be given in a manner established by a majority of the Board of Directors, to include personally or by telephone or email. The failure of any Director to receive actual notice of meeting shall in no way invalidate the meeting or proceedings thereat if notice shall have been given as required by this section.

Section 9. Quorum. The presence in person of five (5) Directors shall constitute a quorum to transact business, and in order to be valid, any act or business must receive the approval of the majority of Directors present at any meeting. If at any meeting of the Board there shall be less than a quorum, a majority of those present may adjourn the meeting without notice other than announcement of the adjournment at the meeting and at such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 10. Electronic Voting. When circumstances require the Board to resolve an urgent matter that cannot wait until its next meeting, the President shall have the authority to propose to Board members that they take action through electronic communication by telephone, email, or other electronic communication. If a majority of Board members agree to act through such means, the President may then call for a vote. The President will report the Board's decision to the Secretary for the record.

Section 11. Place of Meeting. Meetings of the Board shall be held at such place as may be designated by the Board.

Section 12. Powers. The Board of Directors shall manage the property and affairs of the Society and shall have and may exercise all of the powers of the Society, including without limitation, the power to assess dues and determine the amount thereof, except such powers as are reserved to or may be conferred by law or by these Bylaws upon the members of the Society.

Section 13. Committees. The Board may designate and appoint such general or special committees as the affairs and activities of the Society may require and define the authority and duties of such committees.

Section 14. Outside Services. The Board may retain the services of a professional to provide such services that are not available within the Society, such as financial auditing, legal counsel, information technology services, or any other expertise deemed necessary for the conduct and continuation of the Society's business. Any fees associated with this action shall be approved by the Board.

ARTICLE V - OFFICERS

Section 1. Election. The membership shall elect as officers a President, a Vice President, a Secretary, and a Treasurer. Such officers shall be elected annually by the members at the annual meeting of the membership, and each shall hold office until a successor shall have been duly elected and qualified or unless he/she shall have died or resigned or shall have been removed in the manner provided herein. One person may hold more than one office. All officers must be members of the Society.

Section 2. President. The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the membership and of the Board. Subject to the direction of the Board, the President shall have and exercise direct charge of and general supervision over the affairs and activities of the Society, shall perform all duties incident to the office of the chief executive officer of the Society, and shall perform such other duties as may be assigned by the Board.

Section 3. Vice President. The Vice President shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. The Vice President shall have and exercise such powers and shall perform such duties as may be conferred upon or assigned by the Board or as may be delegated by the President.

Section 4. Secretary. The Secretary shall keep the minutes of all meetings of the membership and of the Board, shall ensure that all notices are duly given in accordance with the provisions of these Bylaws, shall be custodian of the records of the Society, and in general, shall perform all duties incident to the office of a secretary of the Society and such other duties as may be assigned by the Board.

Section 5. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Society and shall deposit or cause to be deposited in the name of the Society all moneys or other valuable effects in such banks, trust companies, or other depositories as selected by the Board; shall render to the President and to the Board, whenever so requested, an accounting of the financial condition of the Society; and in general, shall perform all the duties assigned by the Board.

Section 6. Other Officers. The Board may appoint any other officers as circumstances require or as deemed advisable. Each such officer shall hold office for such period, have such authority, and perform such duties as the Board may prescribe.

Section 7. Compensation. Officers shall receive no compensation for their services. Officers may be reimbursed for actual expenses incurred by them in the performance of their duties as officers.

Section 8. Removal. Any officer of the Society may be removed, with or without cause, by a vote of two-thirds (2/3) of the members of the Society at any annual or special membership meeting. Any officer whose removal has been proposed by the members shall be given an opportunity to be heard at such meeting.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Society shall be such twelve-month (12) period as established by the Board.

ARTICLE VII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended or revised by the affirmative vote of not less than two-thirds (2/3) of the members present at an annual meeting or special meeting called for that purpose.

These bylaws were adopted by an affirmative vote of more than two-thirds of MIS members present at a special meeting held in Honolulu, Hawaii, on August 26, 2018. These bylaws are effective immediately.