

HUI 'O NA WAHINE
Schofield Barracks, Hawaii
CONSTITUTION
May 25, 2020

ARTICLE I NAME and PURPOSE

Section 1: NAME ~ The name of this organization is the Schofield Barracks “Hui 'O Na Wahine Scholarship and Welfare Fund”, hereinafter referred to as the “Hui.” *may change depending on IRS filing

Section 2: PURPOSE ~ The purposes of the Hui are to enhance the quality of life for our community by contributing to needs across Oahu, continuing the tradition of providing support for Hui members, creating a sense of unity, developing leadership skills, and promoting community spirit.

ARTICLE II GENERAL PROVISIONS

Section 1: The Hui is organized as a private, self-sustaining, non-profit organization and operates and exists on a military installation only with the consent of the Commander, U.S. Army Garrison, Hawaii. The consent is contingent upon compliance with the requirements and conditions of all Army regulations, specifically DoDI 1000.15, DoD 5500.7-R, AR 600-20, AR 600-29, and AR 210-22. It adheres to the Internal Revenue Code, Section 501(c)(4) of the Internal Revenue Code of January 2012 or corresponding provisions of any future United States Internal Revenue Law.

Section 2: The membership and all activities and programs that the Hui conducts, or in which it participates, will not prejudice or discredit the U.S. Army, the military services or other agencies of the U.S. Government. It will be self-sustaining, and may not receive financial assistance from the Department of the Army (DA) or any Nonappropriated Funds (NAF) activity. This organization will not duplicate or compete with a NAF or Appropriated Funds (AF) activity. Neither the Government nor U.S. Army Garrison Hawaii will assume any liability for these organization’s debts. The Hui will reimburse the Army for utility expenses, unless such use is incidental.

Section 3: All activities of the organization will be conducted without discrimination based on race, national origin, color, religion, sex, age, or mental or physical disability.

Section 4: The Hui will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government. This organization will not seek to deprive individuals of their civil rights.

Section 5: The officers and members of the Hui will abide by all applicable federal, state, and local laws in the transaction of Hui business.

Section 6: All Hui members, upon joining the organization or renewing membership with the organization, Advisors, and Honorary Advisor(s) are advised to read the Constitution and Bylaws, available on the organization’s website or electronically by request. Each board year, all

elected and appointed members of the Governing Board are required to read, sign for, and maintain a copy of the aforementioned documents.

ARTICLE III ACTIVITIES

The Hui participates in fundraising activities for the purposes of making charitable donations and raising administrative monies necessary to function. The Hui also participates in social activities such as luncheons, tours, classes, and other functions as determined to support the purposes of the organization.

- A. Members in good standing are eligible to participate in activities and events sponsored by the Hui, to rent property from the Hui Property inventory, and to receive our Hui Lei newsletter.
- B. Members not in good standing, as defined in Article IV, section 1, lose the above privileges until in good standing status is resumed.

ARTICLE IV MEMBERSHIP

Section 1: MEMBERSHIP ~ Membership is voluntary. Membership shall consist of ACTIVE, ASSOCIATE, HONORARY, LIFETIME HONORARY and OTHER MEMBERS, as defined herein. The membership year begins 1 September and concludes 31 August of the following year. Members in good standing shall be defined as all financial obligations to the Hui are met. The board year begins 1 June and concludes 31 May of the following year.

Section 2: ACTIVE MEMBERSHIP ~ The following shall be eligible for ACTIVE MEMBERSHIP and will become members upon payment of dues as provided in the Bylaws of this organization: active duty service members and/or Spouses of active duty service members of all military branches of the U.S. and Foreign Armed Forces assigned to or residing near Schofield Barracks, Hawaii. ACTIVE MEMBERS shall have the right to vote, hold office, receive appointments to chair a committee, and participate in all Hui sponsored activities.

Section 3: ASSOCIATE MEMBERSHIP ~ The following are eligible for ASSOCIATE MEMBERSHIP, and upon payment of dues they will have the right to attend Hui sponsored activities, volunteer to serve on a committee, chair a Hui event, hold an appointed Board position, or vote on any issues presented to the general membership. An exception will be made if an ACTIVE MEMBER holding an elected office changes to ASSOCIATE MEMBER status, during the board year, in which case they will be permitted to complete their term of office.

Associate members are defined as:

- a. Retired military personnel and their spouses.
- b. Spouses of deceased military personnel.
- c. Spouses and/or service members of reserve components and National Guard.
- d. Family members 18 years and older residing in the household of a member of the Armed Forces of the United States assigned to or residing near Schofield Barracks, Hawaii.
- e. Federal civilian employees assigned to or residing near Schofield Barracks, Hawaii and their spouses.

Section 4: HONORARY MEMBERSHIP ~ HONORARY MEMBERS do not pay dues, vote, or hold elected or appointed positions on the Hui Board. Hui President will designate honorary

membership. Honoraries may serve on committees and participate in all Hui sponsored activities during the membership year.

Section 5: LIFETIME HONORARY MEMBERSHIP ~ All courtesies of Honorary Membership apply. The Executive Board nominates candidates for Honorary Lifetime Membership with approval of the Governing Board. Lifetime Honorary members are selected for their lasting impact and influence on the Hui and Schofield Barracks community.

Section 6: HONORARY OFFICERS & ADVISORS - HONORARY OFFICERS & ADVISORS do not pay dues, vote or hold elected or appointed positions other than Honorary Officer or Advisor. They may serve on committees and participate in all Hui sponsored activities during the board year.

Section 7: OTHER MEMBERSHIP ~ Membership and participation in the Hui may be extended to individuals not covered in the above categories. Acceptance is pending the review by the President with concurrence of the Honorary President or Advisor. OTHER MEMBERS have the privilege of attending general membership meetings and Hui sponsored activities upon payment of dues, but do not have the right to hold office, or to chair a committee.

Section 8: GUESTS ~ Guests of members are welcome. Those eligible for membership may attend only one Hui sponsored activity during the Hui membership year as a guest of a member.

Section 9: MEMBER'S RESPONSIBILITY ~ As a condition of membership, each member understands it is their responsibility to read the Constitution and Bylaws. Member's signature on the membership application constitutes agreement and understanding of this responsibility.

Section 10: MEMBER'S LIABILITY ~ Each Member will fully understand they are personally liable for all debts of the organization in the event of bankruptcy, insolvency, and dissolution; signature on the membership application indicates understanding of this liability.

Section 11: MEMBERSHIP TERMINATION ~ Termination of Hui membership occurs under the following conditions or circumstances:

- a. Written resignation.
- b. Removal for cause, as defined in the Bylaws.
- c. End of Hui membership year.
- d. In the event of divorce, a Hui member may finish out the membership year. If the member holds a governing board position, they will be given the opportunity to finish the membership year in their position.

ARTICLE V OFFICERS and GOVERNING BODY

Section 1: HONORARY OFFICERS AND ADVISOR(S) of the Hui consist of the spouse of the 25th Infantry Division Commander, or a designee of the Commanding General's spouse, to serve as Honorary President and the spouse of the 25th Infantry Division Command Sergeant Major or a designee of the 25th Infantry Division Command Sergeant Major's spouse to serve as the Honorary Vice President. Honorary Advisor(s) shall be the designee(s) of the Hui President.

Section 2: ELECTED OFFICERS of the Hui are the President, First Vice President, Second Vice President, Secretary, and Treasurer. Elected officers serve for a term of one year. Elected officers shall not serve simultaneously on other military spouse club boards. Elected officers are required to attend scheduled meetings including but not limited to executive board meetings, governing board meetings, general membership meetings (luncheons) and other meetings as designated by position. Any elected officer unable to fulfill their duties could be asked to step down from their position at the discretion of the Hui President and Honorary President. Employees of the Hui may not hold any Board position while employed.

Section 3: EXECUTIVE BOARD of the Hui consists of the Honorary Officers, Honorary Advisor(s), Parliamentarian, and the Elected Officers. The Executive Board has authority to decide on matters including, but not limited to, dissolution of the Hui, litigation involving the Hui, insurance coverage, and all financial issues. Only active Hui members are eligible to be elected/selected for a position on the Executive Board. The Honorary Officers, Honorary Advisor(s) and Parliamentarian are non-voting members. The President shall vote at the Hui Executive and Governing Board meetings in the event of a tie. Employees of the Hui may not hold any Board position while employed.

Section 4: GOVERNING BOARD consists of the Honorary Officers, Honorary Advisor(s), Parliamentarian, the Elected Officers, and the Chairs. Chairs serve for the term of the board year. The President can appoint co-chairs as needed; however, if co-chair(s) exist(s), there will only be one vote allowed for that Standing Committee within the Governing Board. The Honorary Officers, Honorary Advisor(s) and Parliamentarian are non-voting members. All members of the Governing Board must be members in good standing. The President shall vote at the Hui Executive and Governing Board meetings in the event of a tie. Employees of the Hui may not hold any Board position while employed.

ARTICLE VI ELECTIONS AND VOTING

Section 1: ELECTIONS ~ The Hui Elected Officers shall be elected annually at the general membership meeting in the spring. The Elected Officers are installed at the May meeting. The new officers take office 1 June. The Executive Board may change the dates of nominations, election, and installations, if necessary. The following procedures shall be used in the selection of Hui Elected Officers:

- A. The Parliamentarian shall be the Nominating Committee Chairperson unless the Parliamentarian wishes to be considered for the slate. In that case the Hui President will appoint another Governing Board member to be the chairperson.
- B. The committee should consist of, but is not limited to, Parliamentarian, Honorary Advisor, two governing board members and two general members. The Honorary President shall be invited to all committee meetings. Members of the Nominating Committee are not to be considered for the slate.
- C. The committee should be formed by January 1 and their names presented by the Parliamentarian with a point of contact to the general membership no later than February.
- D. The Nominating Committee shall determine the slate. The Committee will review nominees' submitted applications to ensure their knowledge, qualifications, and experience match those required of the positions.

- E. The slate of nominees shall be disclosed by the March general membership meeting via email and/or electronic platforms.
- F. The slate is finalized and announced at the March General Membership Meeting and shall be published on available platforms prior to the April election.

Section 2: VOTING ~ All Members in good standing will be given the opportunity to cast one vote in person or electronically. Members do not have to pay for or attend the April general membership meeting in order to vote.

Section 3: VACANCIES ~ If a vacancy of an Elected Officer occurs, it is filled in the following manner:

- A. The Elected Officer shall present in writing their resignation to the Executive Board with submission of an after-action report.
- B. In the case of the President, the First Vice-President becomes President and assumes the duties of the President and completes the remainder of the term. The new President shall appoint, with the approval of the Executive Board, a new First Vice-President. In the event the First Vice-President is unable to assume the duties of the President, the Honorary President and/or Honorary Advisor of the Hui shall appoint a President, with the approval by the Executive Board.
- C. In all other cases, the President appoints qualified successors to fill unexpired or unfilled terms of office, subject to the Executive Board's approval.

ARTICLE VII STANDING COMMITTEES

These shall be governed by the most current Bylaws.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 1: GENERAL ~ The Executive Board is charged with the responsibility of the overall financial management of all Hui funds. These responsibilities include, but are not limited to, budgeting monies, ensuring solvency, and ensuring the ability to meet financial obligations in order to carry out the purposes of the Hui. The financial year for the Hui shall run from June 1 through May 31.

Section 2: RESPONSIBILITIES ~ The financial responsibilities of the Executive Board are:

- A. Review and approve the proposed budget of income and expenses to ensure that disbursement of Hui monies are programmed to accomplish the purposes as described in Article I of the Constitution with the approval of the Governing Board.
- B. Manage the funds of the Hui so that after all expenses incurred during the Treasurer's term of office, a designated reserve of money remains for the Operating Budget and for the Scholarship and Welfare Budget. Specific amounts will be in accordance with the Bylaws.
- C. If necessary, designate no more than 10% of the existing Scholarship and Welfare fund to the Operating fund, no more than once a year, with the approval of the Governing Board, in order to pass a designated reserve of money for the following years. Specific amounts will be in accordance with the Bylaws.
- D. Ensure that all federal and state taxes are filed and paid in accordance with all applicable laws.

Section 3: FUNDING SOURCES ~ The funds of the Hui shall be derived from annual membership dues, activities, advertising sales, donations, Thrift Shop, and special projects as approved by the Governing Board.

Section 4: DUES ~ All active members shall pay dues as determined by the Governing Board in accordance with the Bylaws. No refunds shall be allowed to any member leaving the post or voluntarily relinquishing membership or whose membership is terminated for just cause. Memberships are not transferable.

Section 5: ACCOUNTING - The Hui will employ a CPA firm to prepare all federal and state taxes in a timely manner.

ARTICLE IX CONFLICT OF INTEREST

Section 1: Purpose - The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the Hui) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Hui or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Procedures

- A. Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the governing board and members of committees with delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted on. The remaining board or committee members will decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest** -
 - a. An interested party may make a presentation at the governing board or committee meeting, but after the presentation, they will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee will determine whether the Hui can obtain with reasonable efforts a more advantageous transaction or agreement from a party or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or

committee will determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the Hui's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter in the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy -

- a. If the governing board or committee has the reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate discipline action and corrective action.

Section 3: Records of the Proceedings -

The minutes of the Governing Board and all committees with board delegated powers will contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 4: Compensation

- a. A voting member of the Governing Board who receives compensation, directly or indirectly, from the Hui for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Hui for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Hui, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 5: Annual Statements

Each director, principal officer, and member of a committee with Governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflict of Interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Hui is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 6: Periodic Reviews

To ensure the Hui operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Hui's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 7: Use of Outside Experts

When conducting periodic reviews as provided for in section 6, the Hui may, but need not necessarily, use outside advisors. If outside experts are used, their use shall not relieve the Governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X INSURANCE

Section 1: The Hui, commensurate with risk involved, will secure and maintain adequate insurance for protection against bodily and property damage claims or other legal actions, which might arise as a result of its operation.

Section 2: Bonding will be purchased annually for the positions that the Governing Board deems necessary.

ARTICLE XI MEETINGS and QUORUMS

Section 1: The general membership meetings, to include luncheons and social activities, shall be held according to an announced schedule, which may be changed with a minimum of one month's notice when possible. Other business meetings may be called at the discretion of the President. Organizational business that requires action by the members may be conducted at any of these meetings with advance notice by email and/or publication on available platforms. A majority vote of the eligible members present is necessary to pass a vote.

Section 2: A quorum for conducting General Membership business shall be defined as those voting members present.

Section 3: The Governing Board shall meet monthly, unless otherwise announced by the President. An Executive Board meeting may be called at the discretion of the President. All decisions of the Executive Board must be disclosed to the Governing Board.

Section 4: A quorum for conducting business of the Governing Board shall be defined as a majority of those voting members present.

Section 5: All meetings will be conducted according to the current Robert's Rules of Order (Revised Edition).

ARTICLE XII AMENDMENTS

Section 1: CONSTITUTIONAL AMENDMENTS ~

- A. The Constitution is amended only upon the approval of a quorum of general members at a regularly called membership meeting.
- B. The meeting will be convened under the provisions of Article X and approved by the Commander, U.S. Army Garrison, Hawaii, or his designee. Any amendments to this constitution, along with the accompanying absentee ballot, will be published on available platforms or sent via email to eligible members prior to the vote.
- C. All amendments to the constitution are subject to review by the Commander, U.S. Army Garrison, Hawaii.

Section 2: BYLAWS AMENDMENTS ~

- A. The Governing Board is empowered to amend the Bylaws of the Hui. A two-thirds majority of the quorum of the Governing Board is required to amend the Bylaws.
- B. All amendments to the Bylaws are subject to review by the Commander, U.S. Army Garrison, Hawaii.

ARTICLE XIII RULES OF ORDER

Parliamentary authority will be ROBERT'S RULES OF ORDER- NEWLY REVISED. It shall govern the Hui in all cases in which they are applicable and insofar as they are not inconsistent with this Constitution, Bylaws, or any special rules that are adopted.

ARTICLE XIV DISSOLUTION

The organization is dissolved upon the recommendation by the Executive Board and the approval of a majority of the quorum present at a meeting or when directed by the Commander, U.S. Army Garrison, Hawaii. Any unpaid debts of, or claims against, the Hui will become the personal liabilities of the members. Prior to dissolution, the Hui will take the following actions:

- A. Furnish a complete financial report and all records of the Hui to the Commander, U.S. Army Garrison, Oahu for audit and retention.
- B. Use whatever funds and assets are contained in the treasury at the time to satisfy any outstanding debts, liabilities, or obligations.
- C. The balance of those assets as determined by the active membership and subject to the approval of the Commander, U.S. Army Garrison, Hawaii shall be distributed to the Tripler Fisher House, a 501(c)(3) organization. Dissolution shall not be contrary to applicable provisions of the Internal Revenue Service Codes.
- D. Satisfy any liabilities not payable because of lack of funds or those not covered by the Hui's liability insurance policy, by taking a prorated collection from all the members.
- E. Under no circumstances will any assets personally benefit any prior or existing Hui 'O Na Wahine member.

ARTICLE XV ADOPTION

This Constitution will become effective immediately upon its adoption at the General Membership Meeting. The adoption of this Constitution supersedes, revokes, and nullifies any

prior Constitution of the Hui. This Constitution was reviewed and approved by the Members of the Hui 'O Na Wahine and became effective May 25, 2020.

Amanda Landry – President

Signature – President _____

Melissa Hayes – Parliamentarian

Signature – Parliamentarian _____

Date _____ submitted to Commander, U.S. Army Garrison, Hawaii