

2008 Constitution



Hui O' Na Wahine
Schofield Barracks, Hawaii

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CONSTITUTION
March 2008

Article I

NAME, AUTHORITY, and PURPOSE

Section 1: NAME ~ The name of this organization is the Schofield Barracks "Hui O' Na Wahine" (Club of the Women), hereinafter referred to as the "Hui."

Section 2: AUTHORITY ~ The Hui is organized as a private organization and is registered as a 501(c)(4), non-profit organization with the Internal Revenue Service. The organization operates and exists on a military installation only with the consent of the Installation Commander. This consent is contingent on compliance with the requirements and conditions of all applicable Army regulations and all related Schofield Barracks' policies. This organization will not in any way prejudice or discredit the Department of the Army or other agencies of the federal government, or engage in activities that conflict with authorized activities or non-appropriated fund instrumentalities.

Section 3: PURPOSE ~ The purpose of this organization shall be to promote and foster friendship, goodwill, and community spirit through the coordination of revenue-producing projects to finance community needs. The purpose of the Hui is to enhance the quality of life for our community by continuing in the traditions of providing a support system for the Hui members, creating a sense of unity, developing leadership skills and the promotion of community spirit through the coordination of revenue-producing projects to finance community needs.

Article II

OFFICERS and GOVERNING BODY

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

Section 2: ELECTED OFFICERS of the Hui consist of the President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer. ELECTED OFFICERS serve for a term of one year commencing upon installation at the May general membership meeting.

Section 3: EXECUTIVE BOARD of the Hui consists of the Honorary Officer(s), 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 financial issues. Only current Hui members are eligible to be elected/selected for a position on the EXECUTIVE BOARD. The Honorary Officer(s), Advisor(s) and Parliamentarian are non-voting members.

Section 4: APPOINTED CHAIRS of the Hui may include: Activities, Decorations, Fundraising, Historian, Hospitality, *Hui Lei* Advertising, *Hui Lei* Editor, *Hui Lei* Distribution, Hui LOGO, Hui Property, Membership, Parliamentarian, Publicity, Reservations, Scholarships, Thrift Shop Liaison, Ways & Means, Welfare, Webmaster and other appointed chairs/positions established with the majority vote of the Executive Board. APPOINTED POSITIONS serve for a term of one year commencing upon appointment by the President, to end with the installation of newly elected officers. The President can appoint co-chairs as needed.

Section 5: GOVERNING BOARD shall consist of the Honorary President, Honorary Advisor(s), Parliamentarian, the Elected Officers, and the Appointed Chairs. The powers of administration, management, and regular operation, of the Hui shall be vested with the GOVERNING BOARD. All members of the GOVERNING BOARD must be Hui Members.

Article III

MEMBERSHIP

Section 1: MEMBERSHIP ~ Membership is voluntary. Membership shall consist of ACTIVE, ASSOCIATE, HONORARY, and OTHER MEMBERS, as defined herein. The membership 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 By-Laws of this organization. ACTIVE MEMBERS shall have the right to vote, hold office, receive appointments to chair a committee, and participate in all Hui sponsored activities. However, ACTIVE BOARD MEMBERS may not be a vendor at Hui functions.

- A. Spouses of active duty members of all military branches of the Armed Forces of the United States assigned to or residing near Schofield Barracks, Hawaii.
- B. Active duty members of the Armed Forces of the United States assigned to or residing near Schofield Barracks, Hawaii.
- C. Federal civilian employees of the Armed Forces of the United States assigned to or residing near Schofield Barracks, Hawaii.
- D. Spouses of federal civilian employees assigned to or residing near Schofield Barracks, Hawaii.

Section 3: ASSOCIATE MEMBERSHIP ~ The following shall be eligible for ASSOCIATE MEMBERSHIP, and upon payment of dues they will have the right to attend Hui sponsored activities, and volunteer to serve on a committee, but they cannot chair any Hui event, hold any Hui 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 an ASSOCIATE MEMBER status, in which case she will be permitted to complete her term of office.

- A. Spouses of retired military personnel.
- B. Spouses of deceased military personnel.
- C. Adults residing in the household of a member of the Armed Forces of the United States assigned to or residing near Schofield Barracks, Hawaii.
- D. Retired military members.
- E. Area civic and community leaders and/or their spouses.

Section 4: HONORARY MEMBERSHIP ~ HONORARY MEMBERS do not pay dues, vote, or hold elected office. They may serve on committees and participate in all Hui sponsored activities. The following defines those eligible for HONORARY MEMBERSHIP:

- A. The spouse of the Commanding General, 25thID, or her designee, or a designee of the Commanding General, 25th ID in the position of Honorary President.
- B. The spouse of the 25th Infantry Division Command Sergeant's Major, or her designee, or a designee of the 25th Infantry Division Command Sergeant's Major, in the position of Honorary Vice President.
- C. Advisor(s) as designated by the Honorary President.
- D. Civic and Community Leaders, as designated by the Executive Officers of the Hui.

Section 5: 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. 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 vote, to hold office, or to chair a committee.

Section 6: GUESTS ~ Guests of members are welcome. Those eligible for membership may attend only one Hui sponsored activity during the Hui year as a guest of a member.

Section 7: MEMBERS' RESPONSIBILITY ~ As a condition of membership, members understand it is their responsibility to read this Constitution and Bylaws. Member's signature on the membership application constitutes agreement and understanding of this responsibility.

Section 8: MEMBERS' LIABILITY ~ Members will understand fully that 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 9: MEMBERSHIP TERMINATION ~ Termination of membership in the Hui takes place under the following conditions or circumstances:

- A. Written resignation.
- B. Removal for cause, upon consideration and majority vote of the Governing Board after due notification and an opportunity to be heard.
- C. End of Hui membership year (31 May).

Article IV

ELECTIONS AND VOTING

Section 1: ELECTIONS ~ The six (6) Hui Elected Officers are elected by the general membership at the April meeting. The Elected Officers are installed at the May meeting. The new officers take office at the end of the Joint June Board meeting. 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 President shall appoint a Nominating Committee Chairperson by the January Board Meeting. The President shall appoint an Honorary Member or designee as a co-chair. The Parliamentarian shall have oversight of the proceedings. If the Parliamentarian wishes to be considered for the slate, the Honorary President will appoint another Governing Board member to oversee the Nominating Committee.
- B. The committee should consist of Hui members from representing units and tenant units residing on or near Schofield Barracks, HI
- C. The committee should be formed by February 1st and their names presented to the general membership in the March *Hui Lei*.
- D. The Nominating Committee shall attempt to select a double slate. If this is not possible, individual positions may be single slated. This will ensure the Nominating Committee does not make the decisions for the general membership. The Committee will review nominees' submitted information to ensure their knowledge, qualifications, and experience match those required of the positions. Members of the Nominating committee are not to be considered for the slate.
- E. The slate of nominees shall be disclosed at the March general membership meeting. Floor nominations will be accepted from Hui members, with the consent of the nominee.
- F. Once the slate is finalized it shall be published in the *Hui Lei* prior to the election, as an insert.

Section 2: VOTING ~ All ACTIVE members will be given the opportunity to cast one vote by absentee ballot or in person at the general membership meeting. Members do not have to pay for or attend the April general membership meeting in order to vote. The following procedures shall be used in the election:

- A. ABSENTEE VOTING
 1. The slate of nominees and absentee ballots will be published in the April *Hui Lei*.
 2. Absentee ballots will be due to the Parliamentarian by 5 pm the day prior to the general election.
 3. A valid vote consists of the voter's selections as well as the voter's name and signature on the absentee ballot.
- B. IN PERSON VOTING (at the general membership meeting)
 1. ACTIVE members must sign for a ballot at the voting table after being cross-referenced on a membership list to verify that no vote has previously been cast.
 2. Voters are allowed to cast their vote in secrecy.
 3. Voting will conclude at 11:30 a.m.
- C. TABULATION OF VOTES
 1. Upon conclusion of the election both absentee and in person ballots will be tallied by the Parliamentarian or her designee with verification by the Nominating Committee Chair and one Honorary Advisor.
 2. The Officers shall be elected by a majority vote of ballots received at the April general membership meeting and the valid absentee ballots.
 3. Election results will be announced prior to the conclusion of the April general membership meeting.

Section 3: TERMS OF OFFICE ~ Elected Officers serve for a term of one year commencing upon taking office at the Joint June Board meeting.

Section 4: 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 of the Hui shall appoint a President, subject to approval of the Executive Board.
- C. In all other cases, the President appoints qualified successors to fill unexpired terms of office, subject to the Executive Board's approval.

Article V

MEETINGS

Section 1: GENERAL MEMBERSHIP MEETINGS ~

- A. The Hui will hold general membership meetings (luncheons) on the third Thursday of each month, from September through May. The Governing Board may change the meeting schedule.
- B. The Hui can transact business at any meeting if members are notified in advance. Notification by publication in the *Hui Lei* is considered sufficient.
- C. A majority vote of the ACTIVE members present is necessary to pass a vote. For voting that affects the Constitution, see Article VII, Section 1.

Section 2: SPECIAL MEETINGS ~ The Governing Board will call a special meeting of the general membership when necessary.

Section 3: EXECUTIVE BOARD MEETINGS ~ The Executive Board consists of the Honorary Officer(s), Advisor(s), Parliamentarian, and the Elected Officers and meets at the discretion of the President.

Section 4: GOVERNING BOARD MEETINGS ~ The Governing Board consists of the Honorary Officer(s), Advisor(s), Parliamentarian, Elected Officers and the Appointed Positions and is vested with the management and control of the Hui. Governing Board members are strongly encouraged to attend all meetings. The Governing Board meets on the first Wednesday of the month.

- A. The Elected and Appointed Positions, except the Parliamentarian, are voting members of the Governing Board.
- B. Honorary Officer(s) and Advisor(s) serve as non-voting advisors to the Governing Board.
- C. The Governing Board meets at least once a month from June through June, with the exclusion of July. The President may call additional meetings.
- D. Two thirds (2/3) of the eligible, voting members of the Governing Board constitutes a quorum for the transaction of business. Positions that are co-chaired must share one vote.
- E. All motions before the Governing Board are carried by a majority vote of the quorum.
- F. Governing Board meetings are open to the Hui general membership. Any member in good standing may attend a Governing Board meeting to observe the proceedings, to present an issue and/or to participate in the discussion on the said issue. The observing member will not vote. This member may attend with at least a 24-hour prior notice to the President.
- G. Telephone or e-mail voting by the Governing Board is done when deemed necessary by the President to conduct Hui business expeditiously. The Parliamentarian oversees and certifies the voting. The voting shall follow the same Governing Board procedures as parts D & E of this Article.

Article VI

FINANCIAL ADMINISTRATION

Section 1: GENERAL ~ The Governing Board is charged with the responsibility of the overall financial management of 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 purpose 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 Governing 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 purpose contained in Article 1, Section 3.
- B. Ensure that the Treasurer has the financial records and accounts of the Hui turned over to be audited by June 15 by a qualified, disinterested person prior to these records being turned over to the successor board.
- C. If necessary, designate 10% of the existing welfare fund to the operating fund, once a year, with the approval of the Governing Board.
- D. Manage the funds of the Hui so that after all expenses incurred, during the Treasurer's term of office have been met, there is a cash reserve of \$5,000 designated for the Operating Budget, and \$500 designated for the Welfare Budget.

Article VII

AMENDMENTS

Section 1: CONSTITUTIONAL AMENDMENTS ~

- A. The constitution is amended only upon the approval of a 2/3 majority of the ACTIVE members present at a general membership meeting, plus the valid absentee ballots received by 5:00 p.m. on the day prior to this meeting. The meeting will be convened under the provisions of Article V, and approved by the Commander, U.S. Army Garrison, Oahu, or his designee. Any amendments to this constitution and the accompanying absentee ballot are published in the *Hui Lei* prior to the vote or sent via individual mailings to active members prior to the vote.
- B. All amendments to the constitution are subject to review by the Commander, U.S. Army Garrison, Oahu.

Section 2: BY-LAWS AMENDMENTS ~

- A. The Governing Board is empowered to amend the By-Laws of the Hui. A Quorum of 2/3rds of the Governing Board must be present for a majority vote to amend the By-Laws.
- B. All amendments to the By-Laws are subject to review by the Commander, U.S. Army Garrison, Oahu.

Section 3: POLICIES AND PROCEDURES AMENDMENTS ~

- A. The Governing Board is empowered to amend the Policies and Procedures of the Hui. A Quorum of 2/3rds of the Governing Board must be present for a majority vote to amend the Policies and Procedures.
- B. All amendments to the Policies and Procedures are subject to review by the Commander, U.S. Army Garrison, Oahu.

Article VIII

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, By-Laws, or any special rules that are adopted.

Article IX

DISSOLUTION

The organization is dissolved upon the recommendation by the Executive Board and the approval of a majority of active members present at a meeting as defined in Article V, sections 1 or 2 or when directed by the Commander, U.S. Army Garrison, Oahu. 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 Garrison Commander for audit and retention.
- B. In case of dissolution use whatever funds and assets are contained in the treasury at the time to satisfy any outstanding debts, liabilities, or obligations.
- C. Dispose of the balance of those assets as determined by the membership, subject to the approval of the Garrison Commander.
- 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.

The above nine articles of the Constitution of the Schofield Barracks Women's Club "Hui O' Na Wahine" were revised and approved by the Active Membership on March 20, 2008.